

ULTIMATE SPIDER-MAN[®]

ISSUE
61

CARNAGE: PART 2



**BENDIS
BAGLEY
HANNA**

MARVEL[®]

The bite of a genetically altered spider granted high school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all—Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

ULTIMATE SPIDER-MAN

"CARNAGE"

PREVIOUSLY



PART ONE OF FIVE

Peter barely escaped a grueling, dramatic and violent encounter with a childhood friend, Eddie Brock, who turned himself into the monstrosity known as **VENOM**.

Ten years ago, Peter and Eddie's fathers accidentally invented Venom when they were seeking a biological cure for cancer.

Doctor Curt Conners, Eddie's college professor, in an attempt to regrow a missing limb using lizard DNA strands, accidentally turned himself into a lizard creature. Spider-Man saved Conners and in return, Conners offered Peter Parker his trust and friendship.

After being hurt in battle, Peter Parker comes to Conners for medical help. Conners is left with Peter's miracle Spider-Man blood sample.

Writer
Brian Michael Bendis

Assistant Editor
Nick Lowe

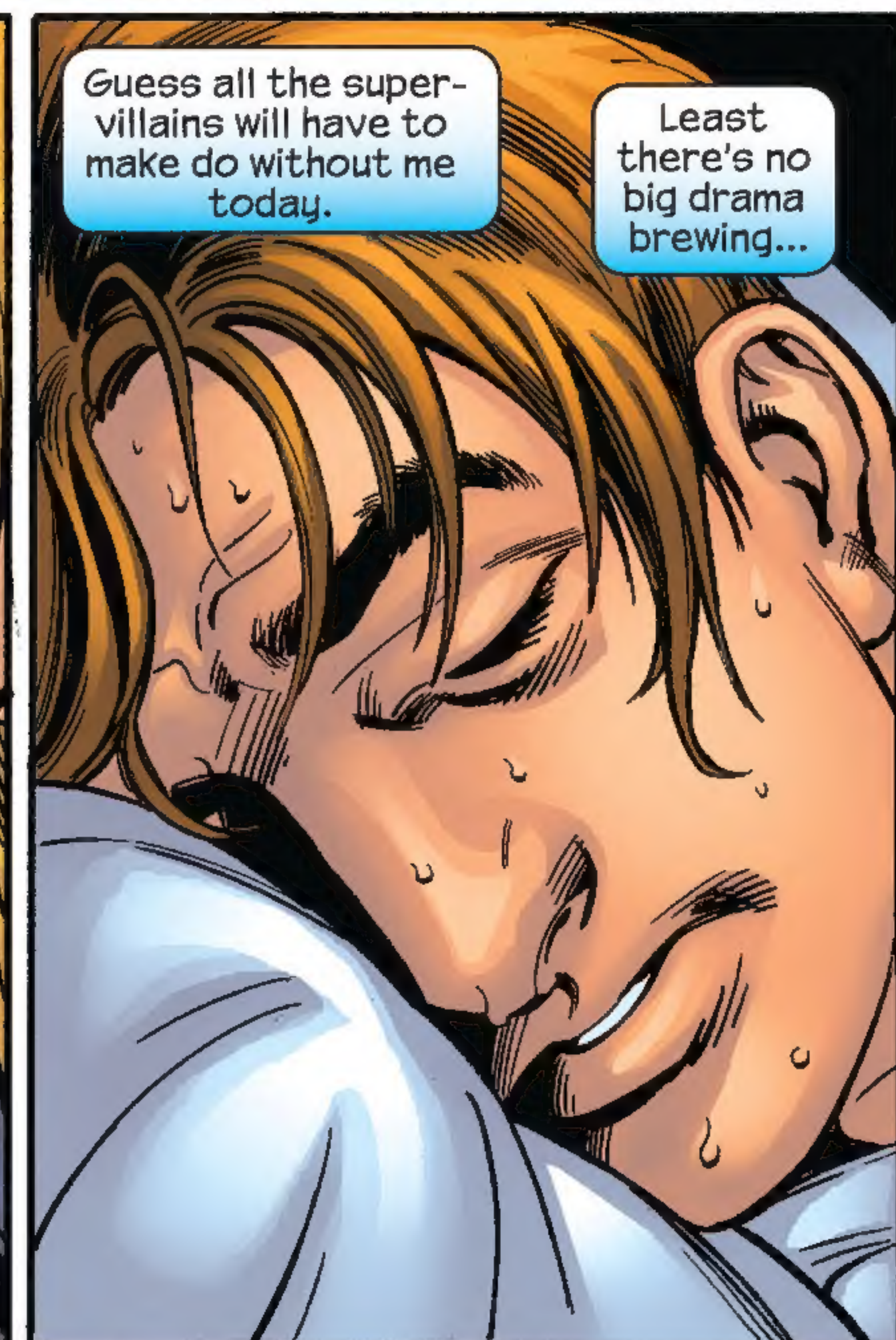
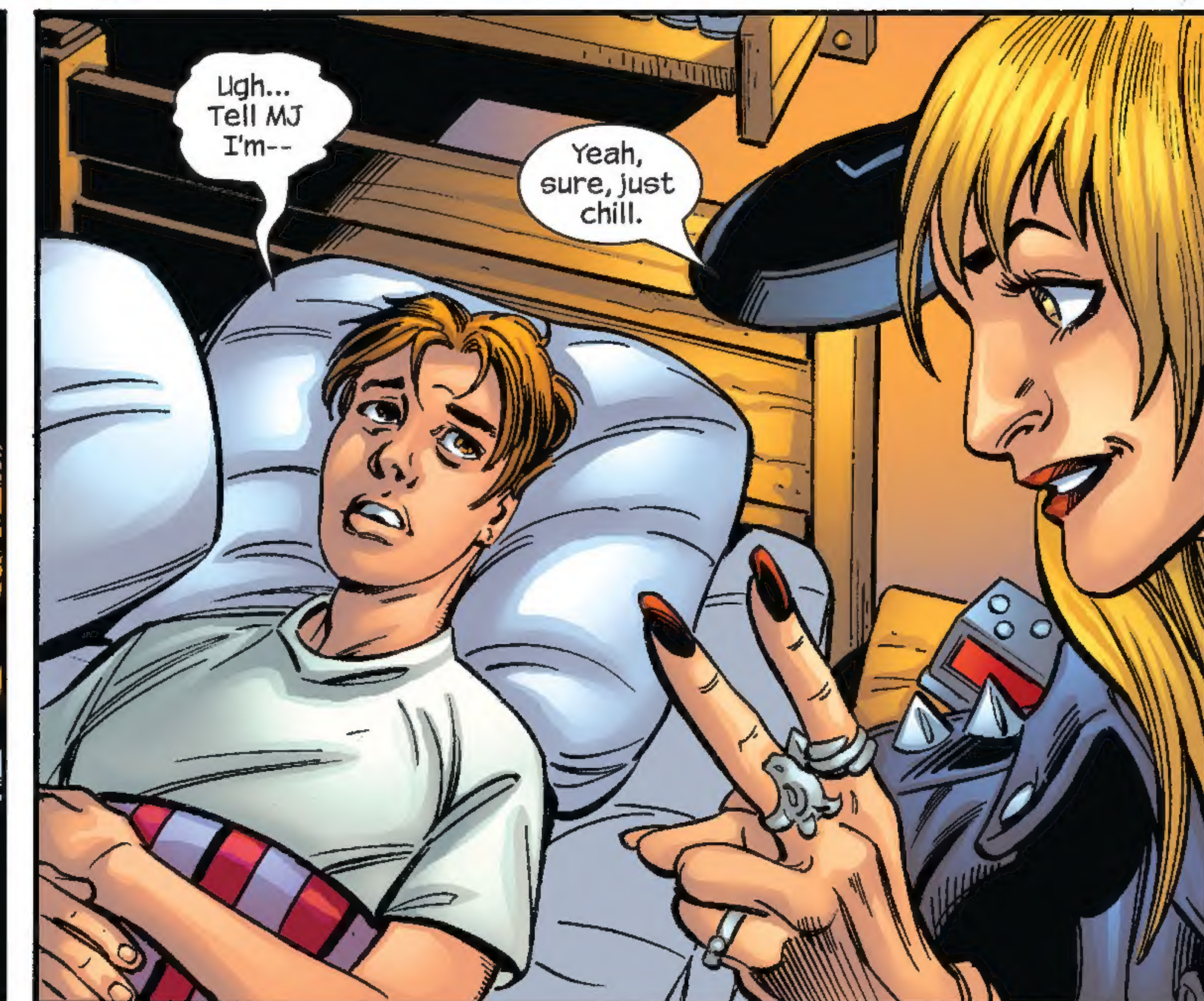
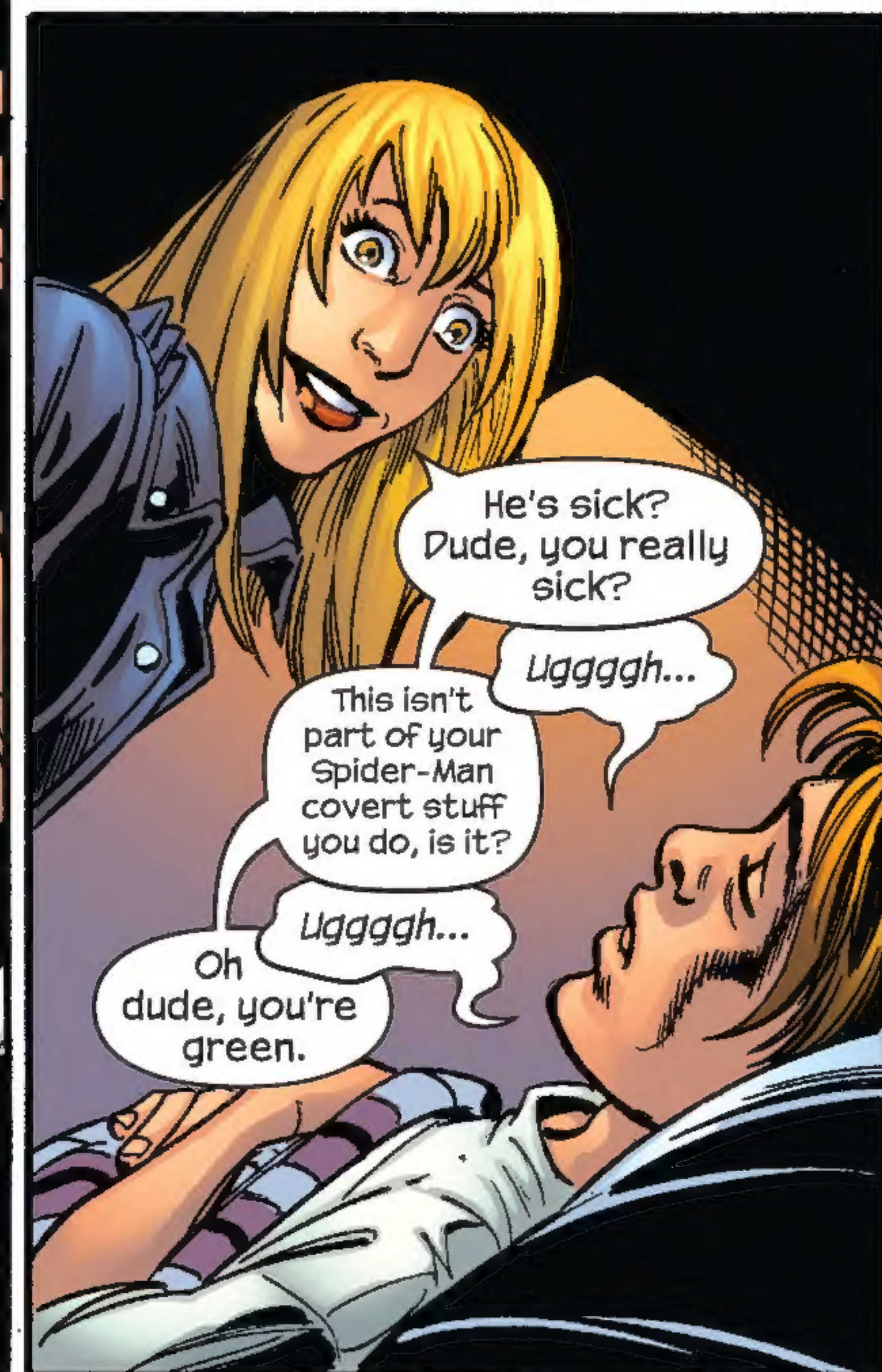
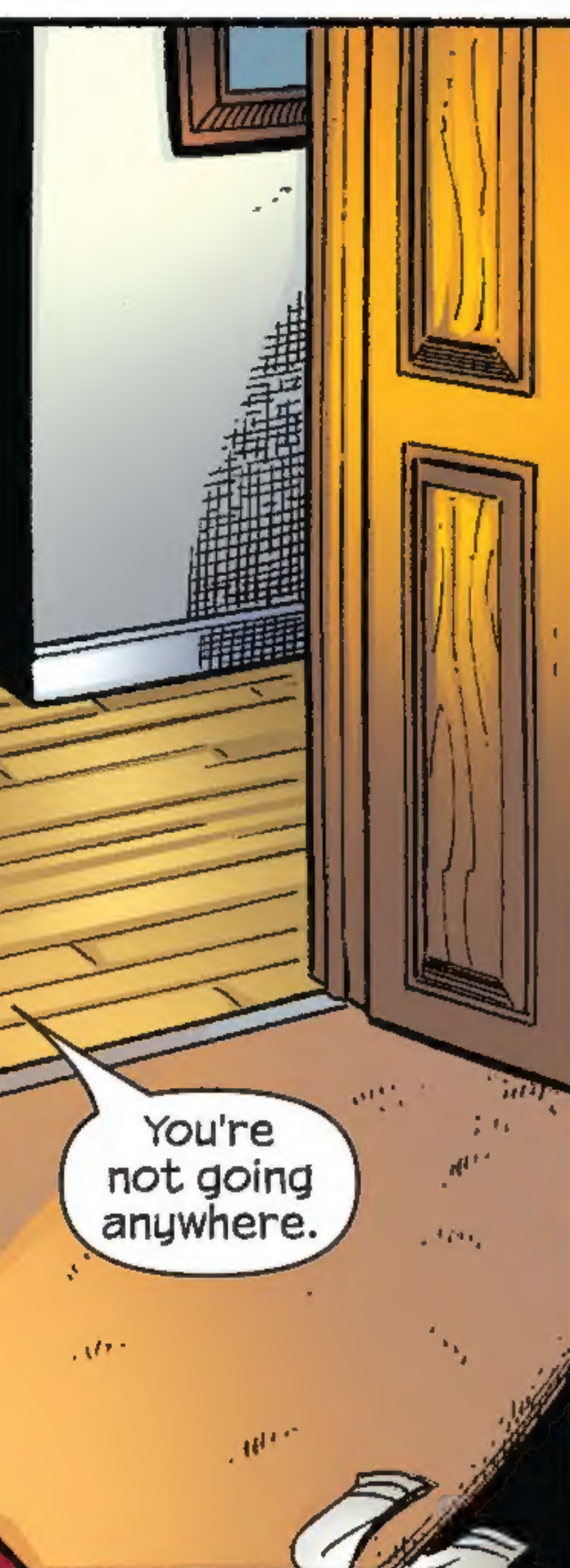
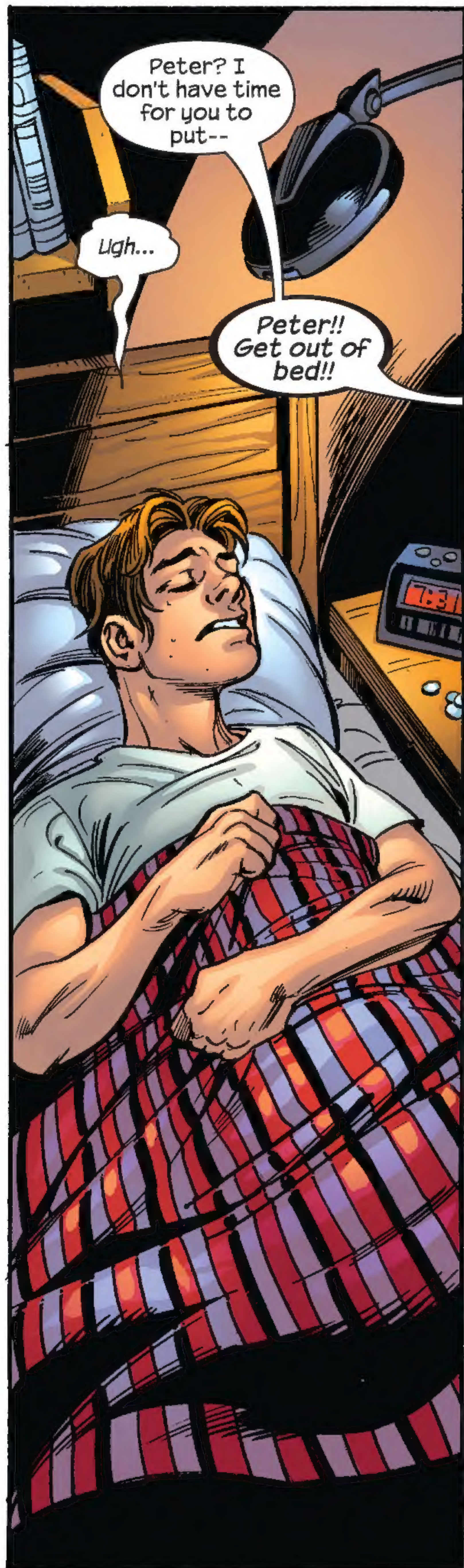
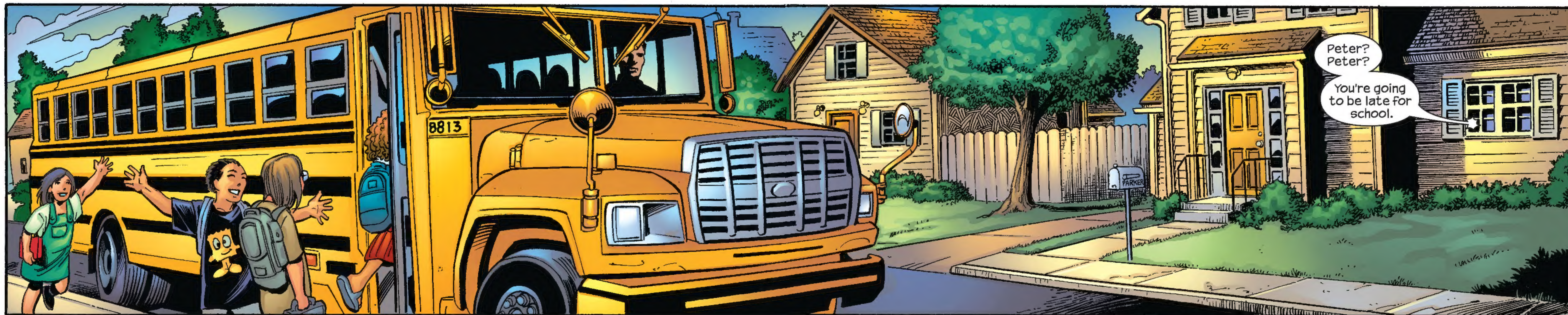
Penciler
Mark Bagley

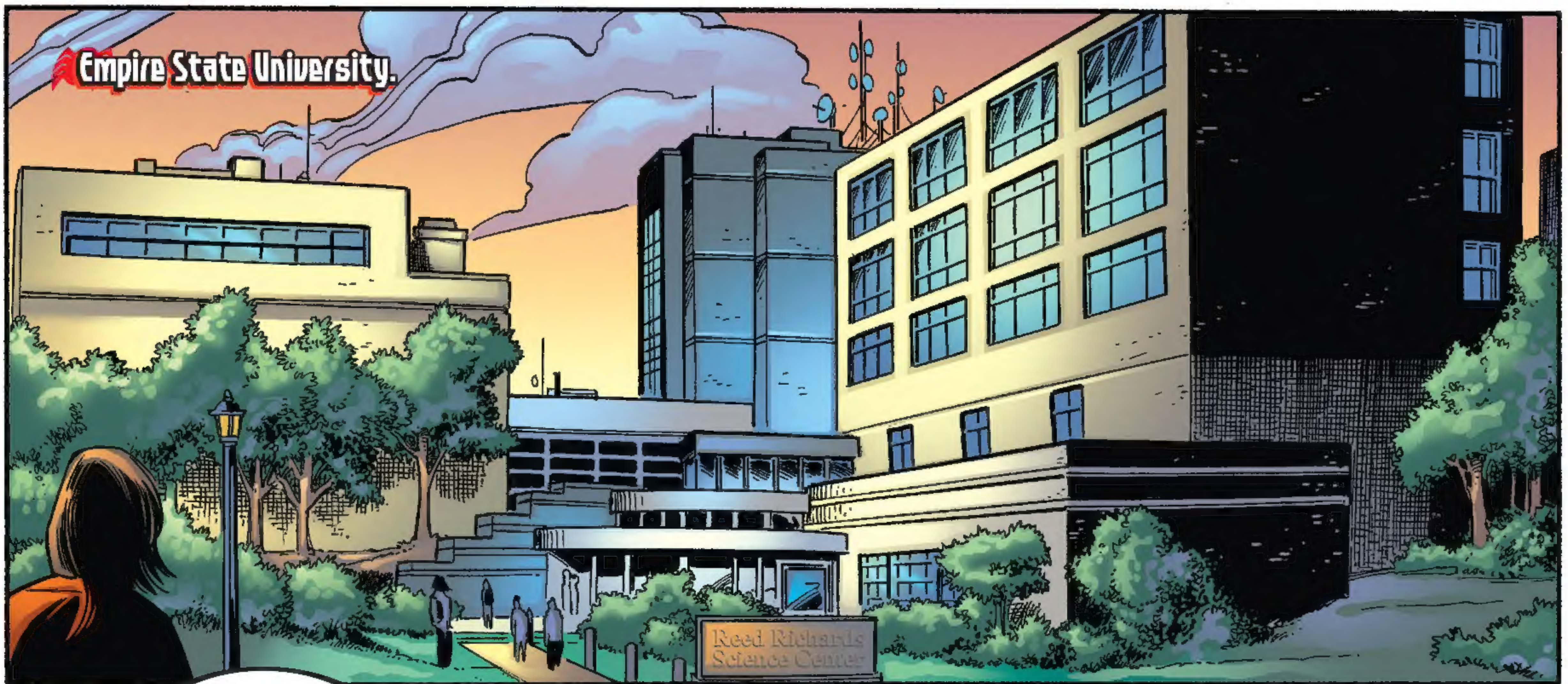
Editor
Ralph Macchio

Inker
Scott Hanna

Colorist
J.D. Smith
Editor in Chief
Joe Quesada

Letterer
Chris Eliopoulos
Publisher
Dan Buckley





BEN REILLY!!



My brother from another mother.

Wow, Sam, you are just full of coffee.

Been a loooooong night.

You *always* say that.

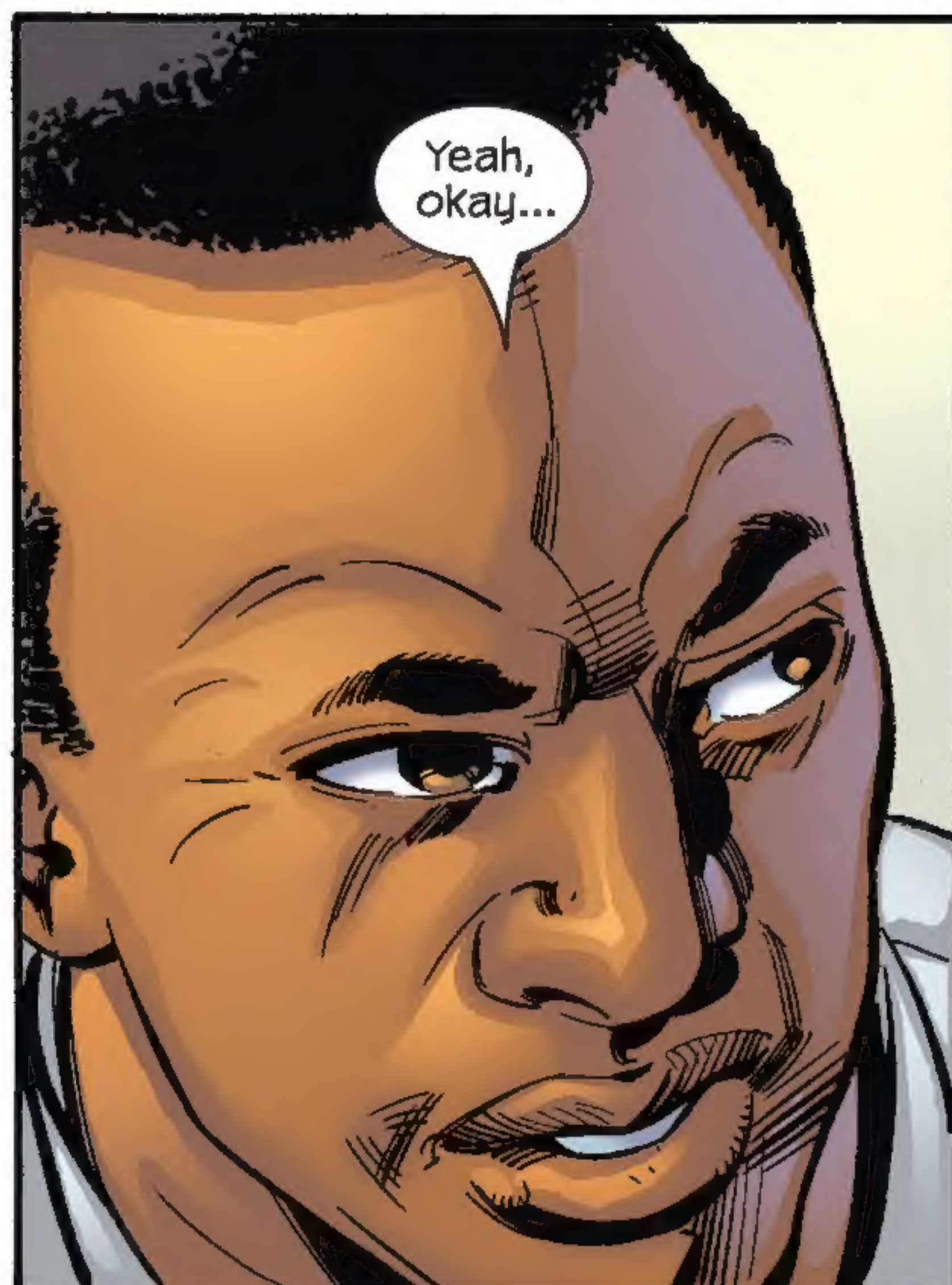
It always is.



Hey, but listen...Doc Connors.

What?

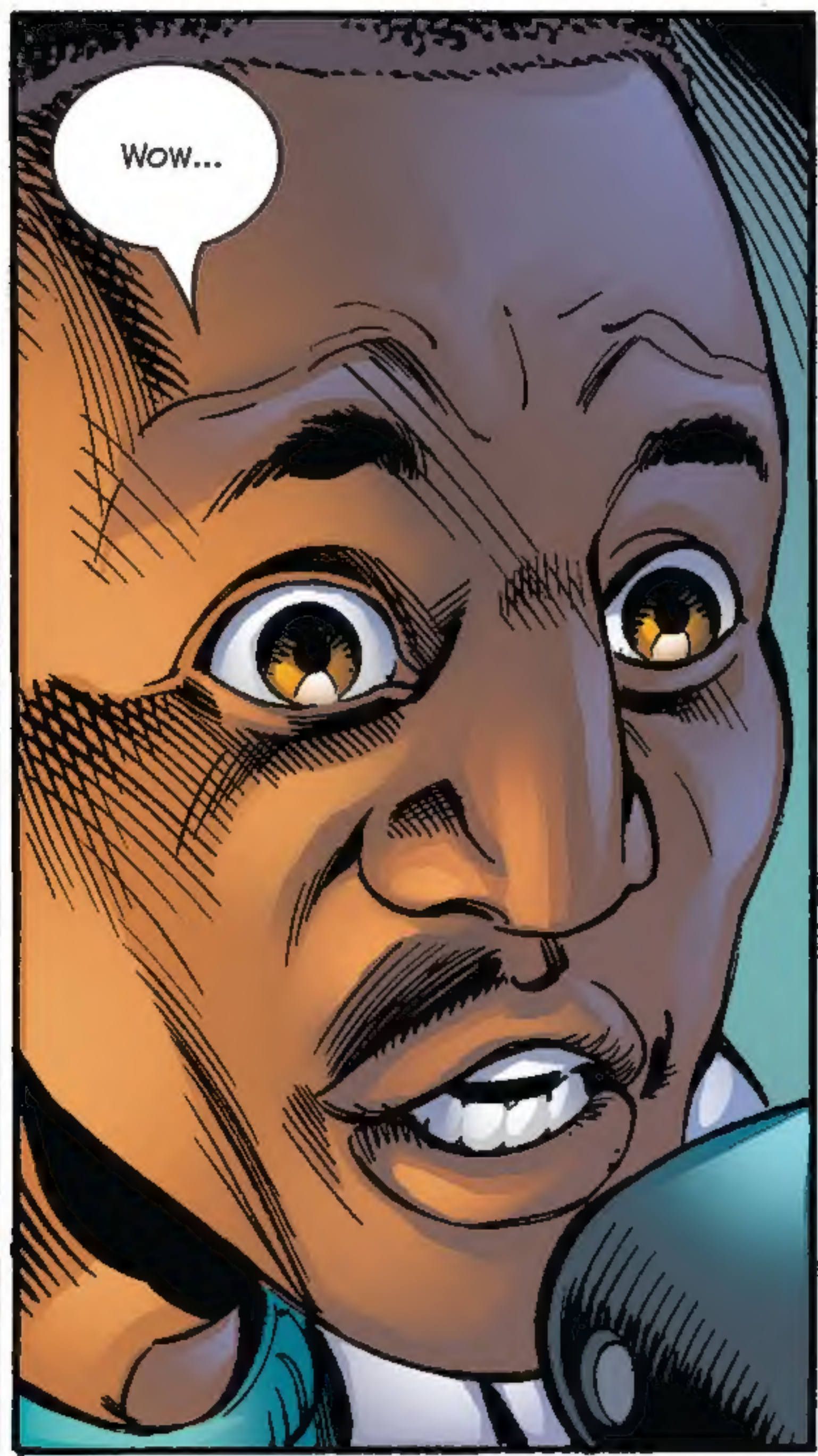
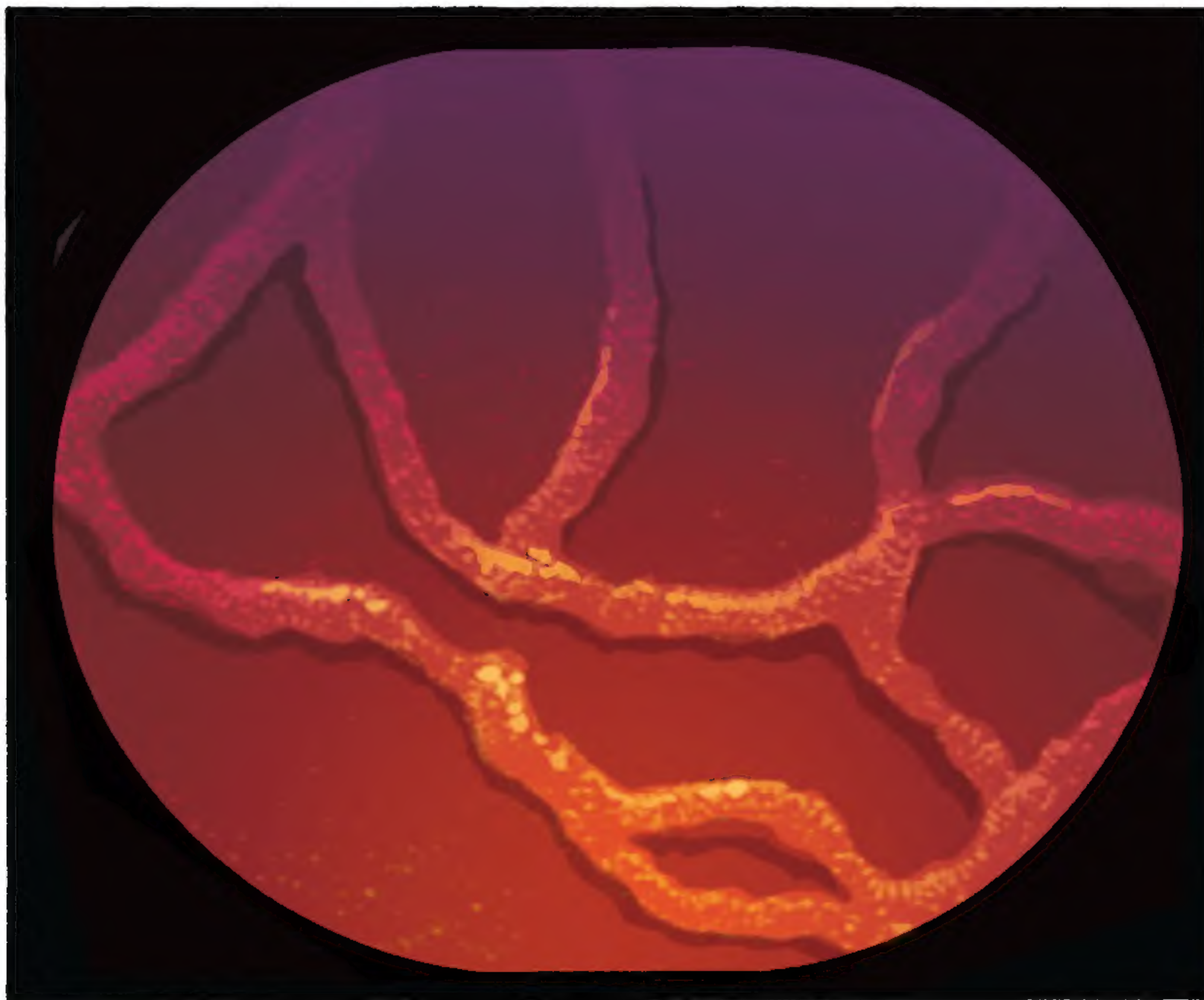
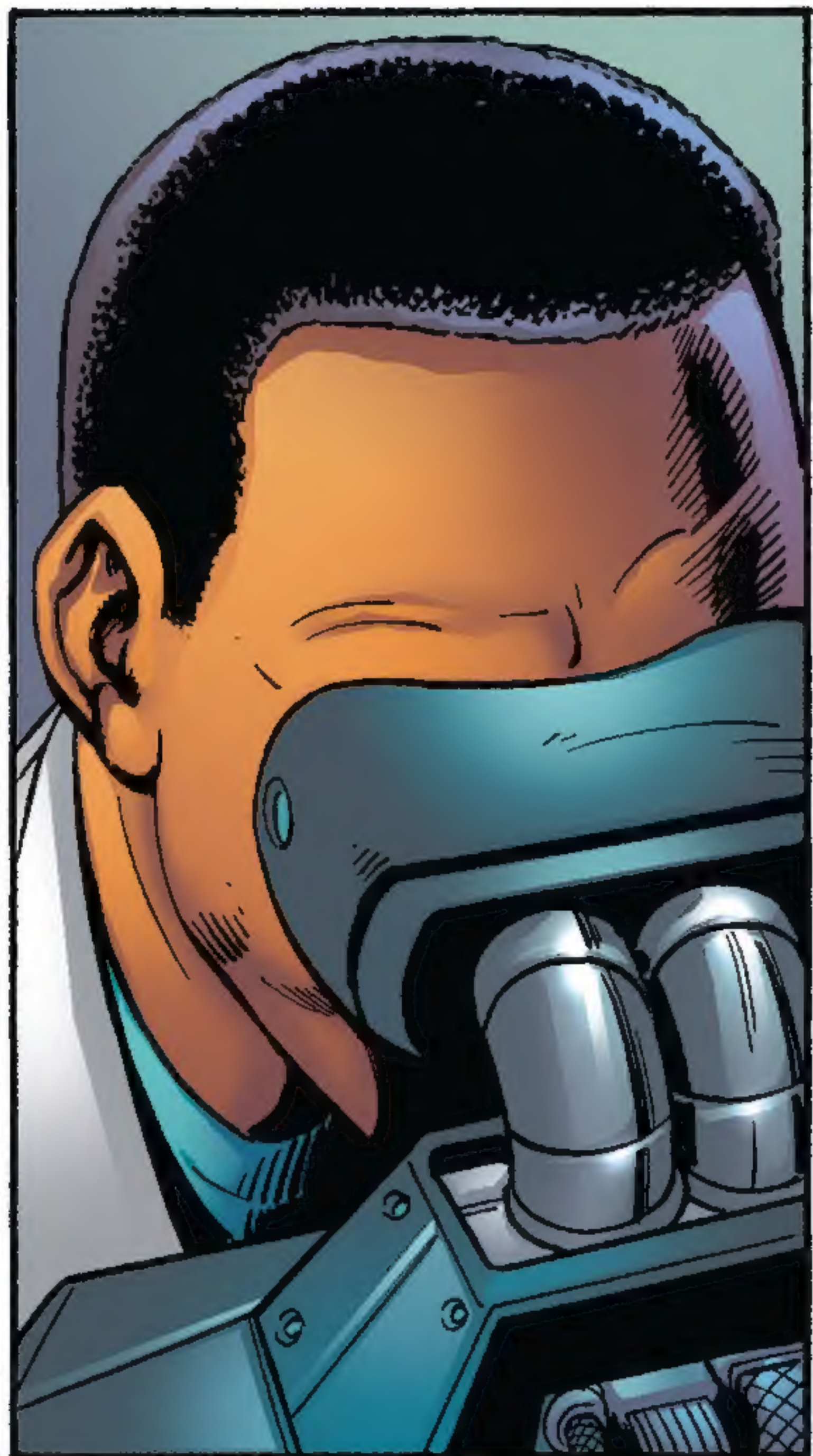
He- uh- he checked into the lab last night, about 11, but he never checked out.



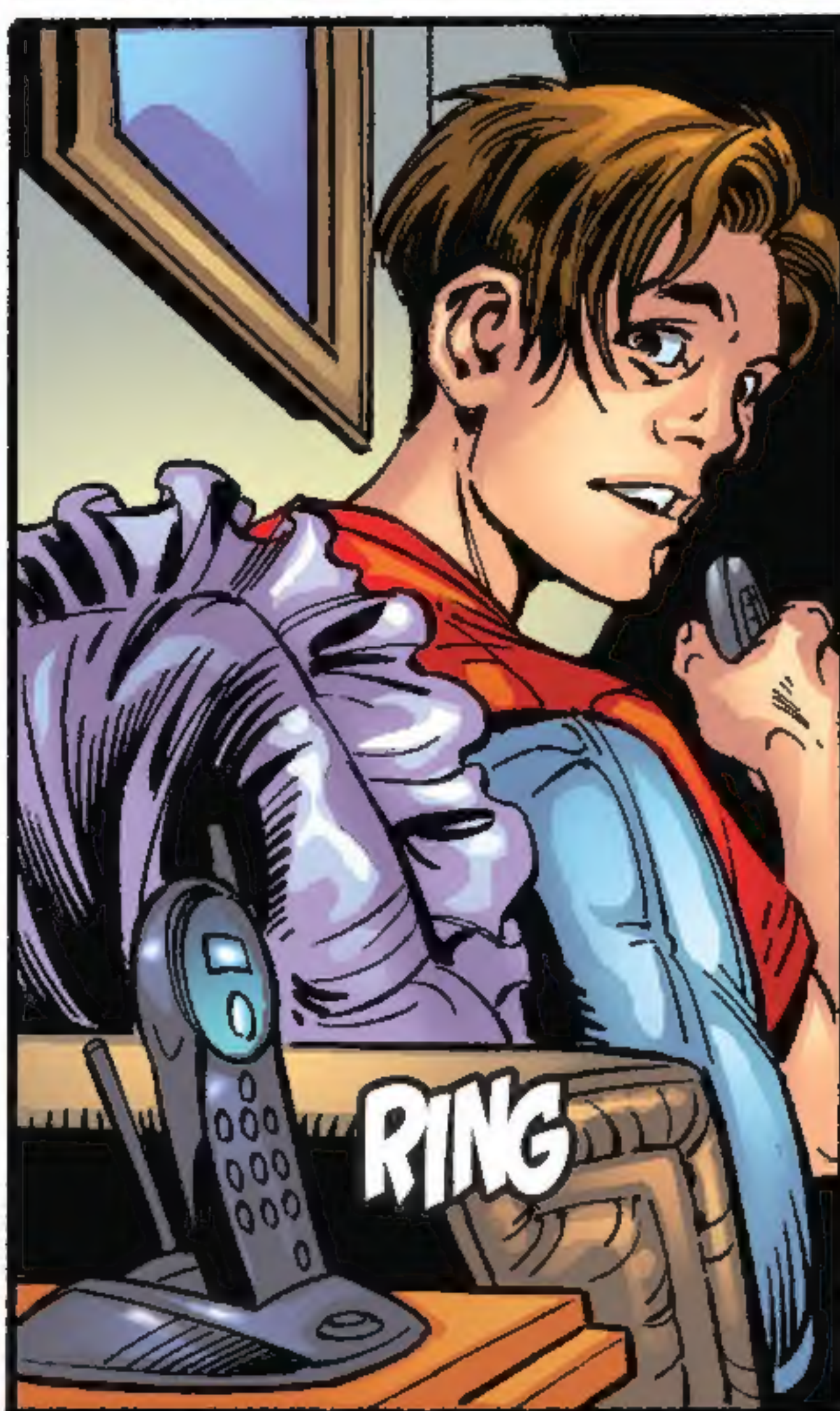
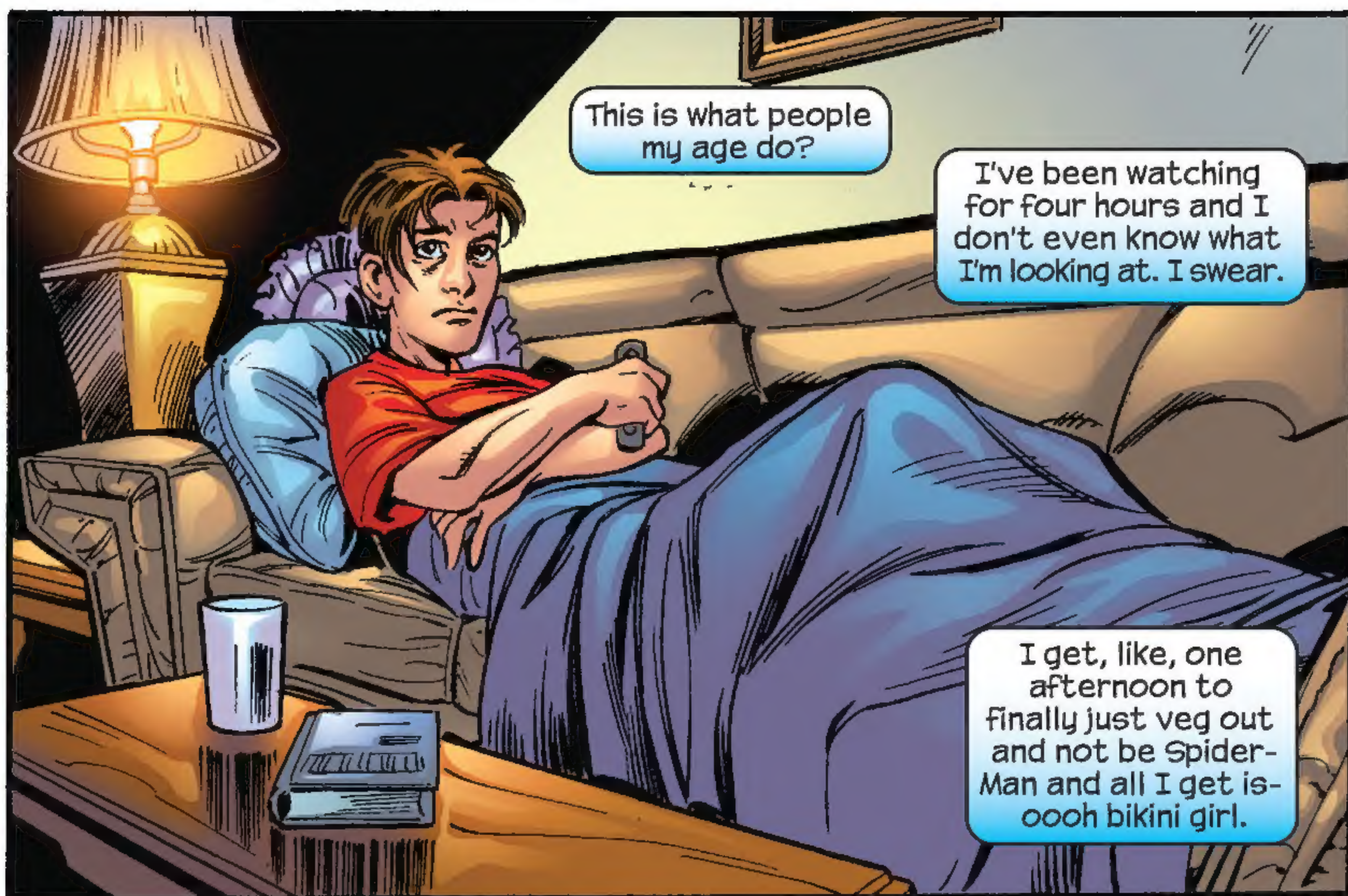
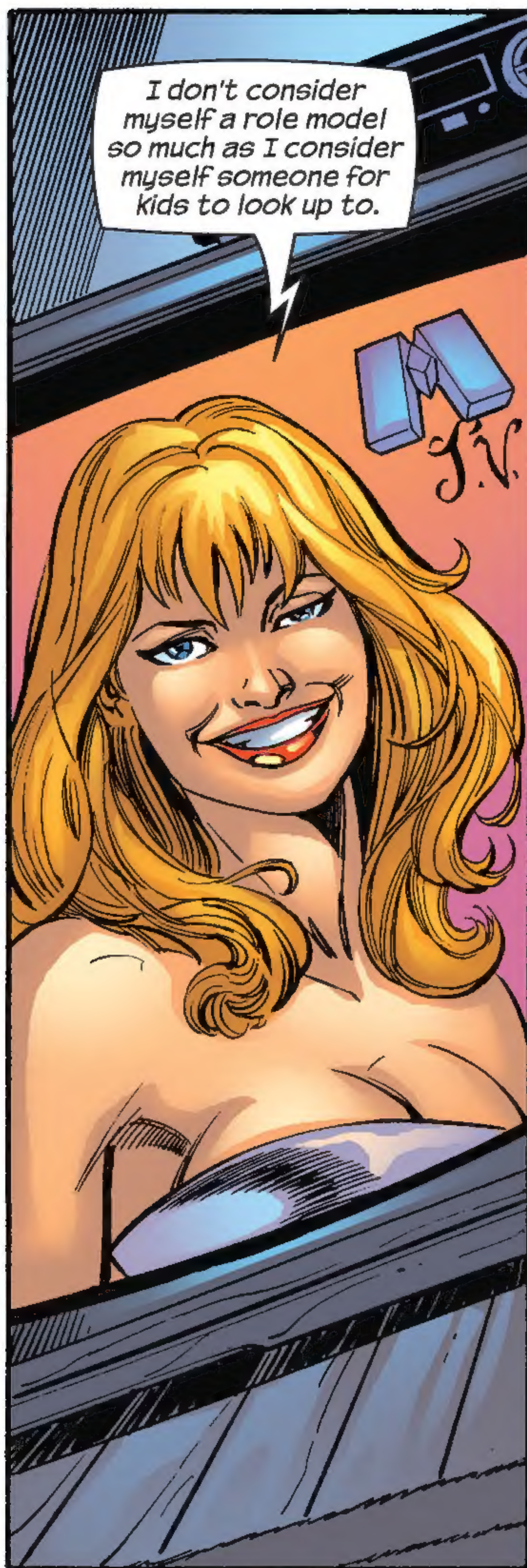
Yeah, okay...

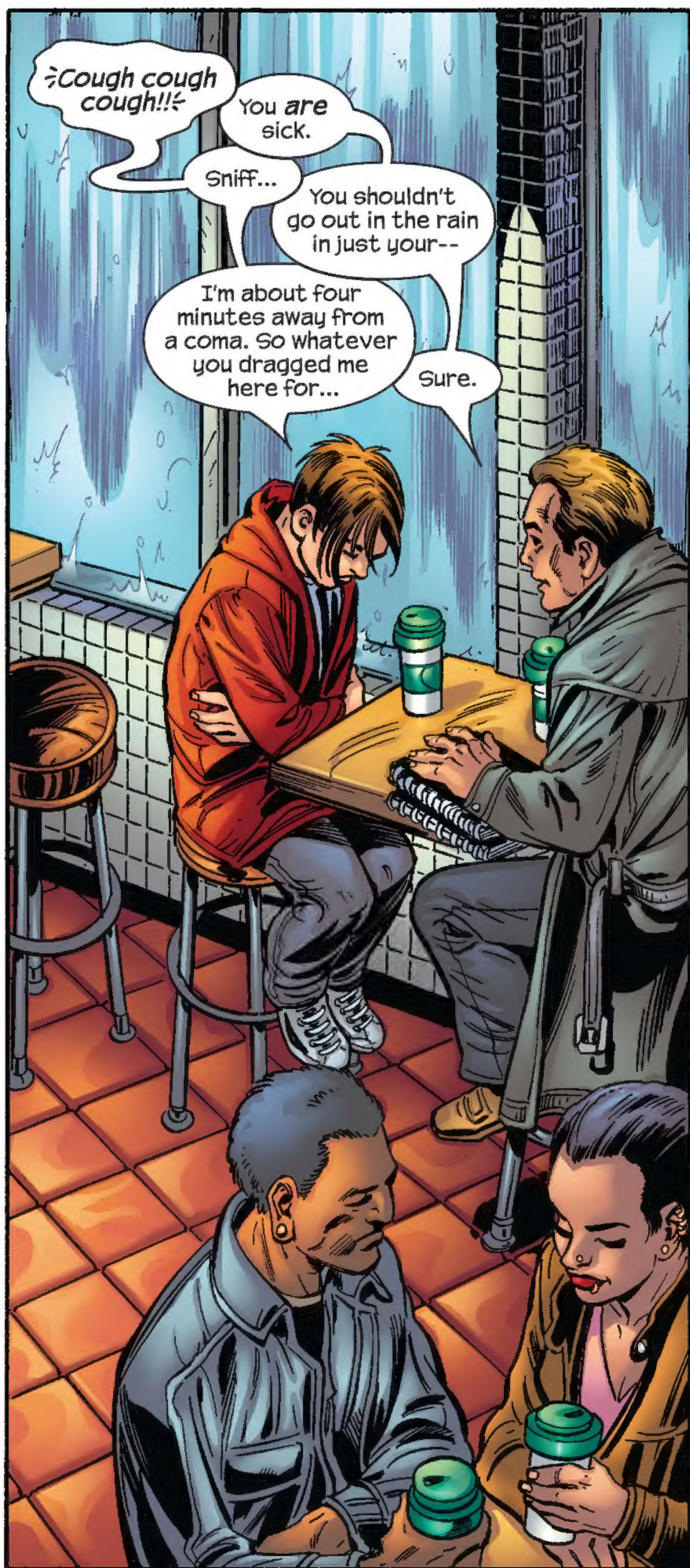


Tsk...









Cough cough cough!!!

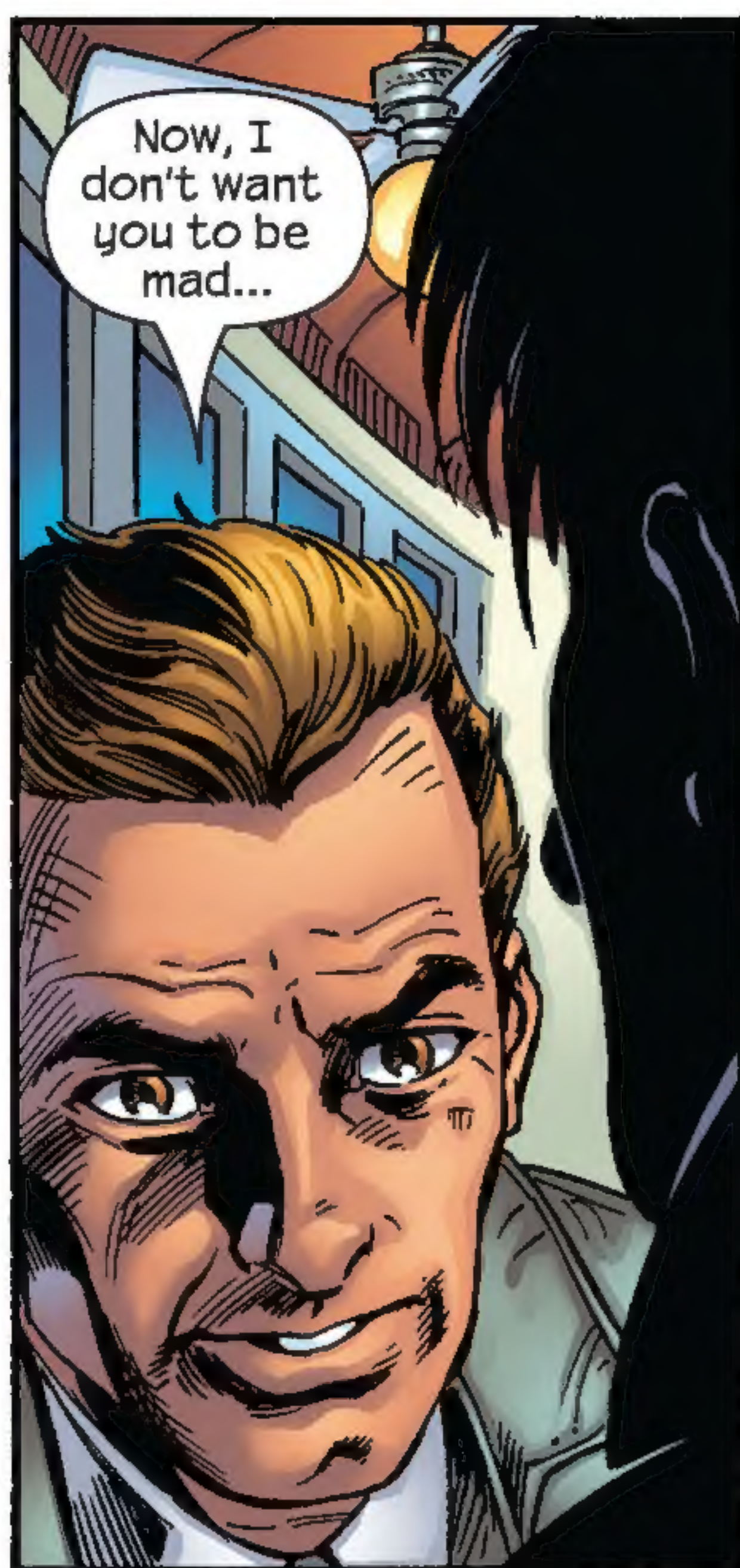
You are sick.

Sniff...

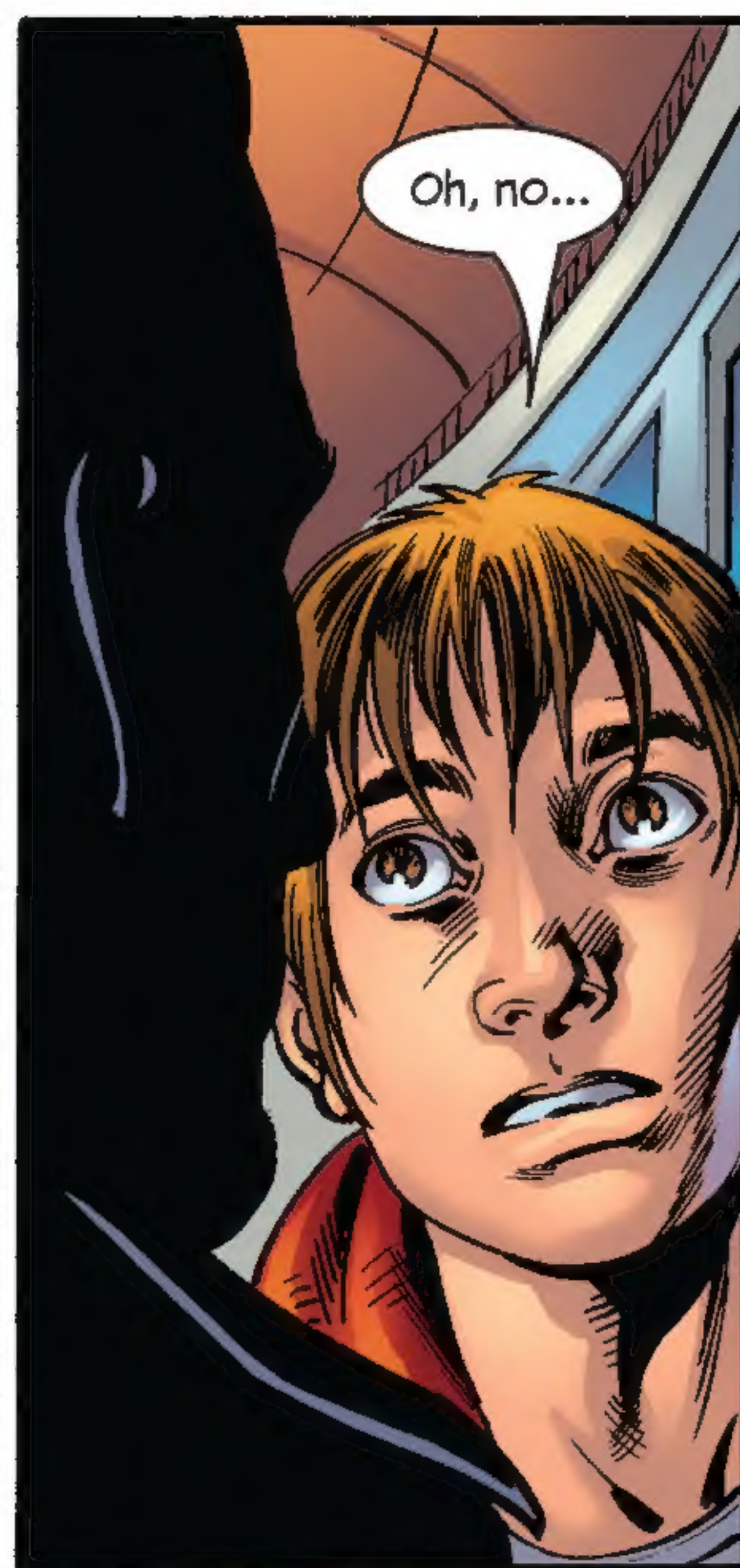
You shouldn't go out in the rain in just your--

I'm about four minutes away from a coma. So whatever you dragged me here for...

Sure.



Now, I don't want you to be mad...

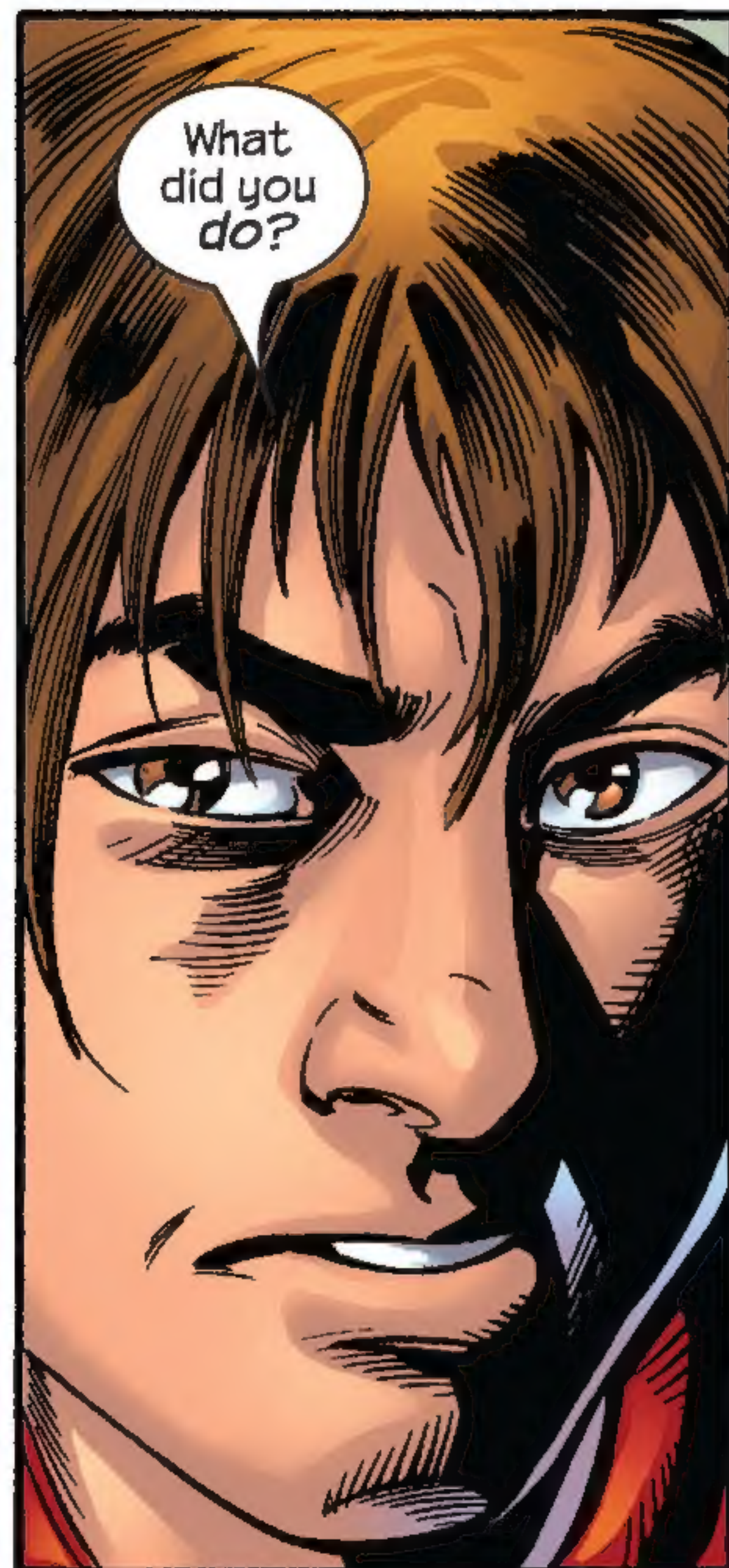


Oh, no...



When I put you back together last night, you left... some blood.

Just---



What did you do?



Nothing. Nothing, no.

But, listen, I saw it there and I couldn't help but look at it.

What?

Examine it. Under the microscope and--



Am I okay?

What?

Am I--?

What?

Am I dying?



What?
No. No.

No, in
fact...

In fact, it's
amazing! It's
staggering. Your
DNA sequences
are like nothing
anyone has ever
seen be

Shh...

How did
you get
your

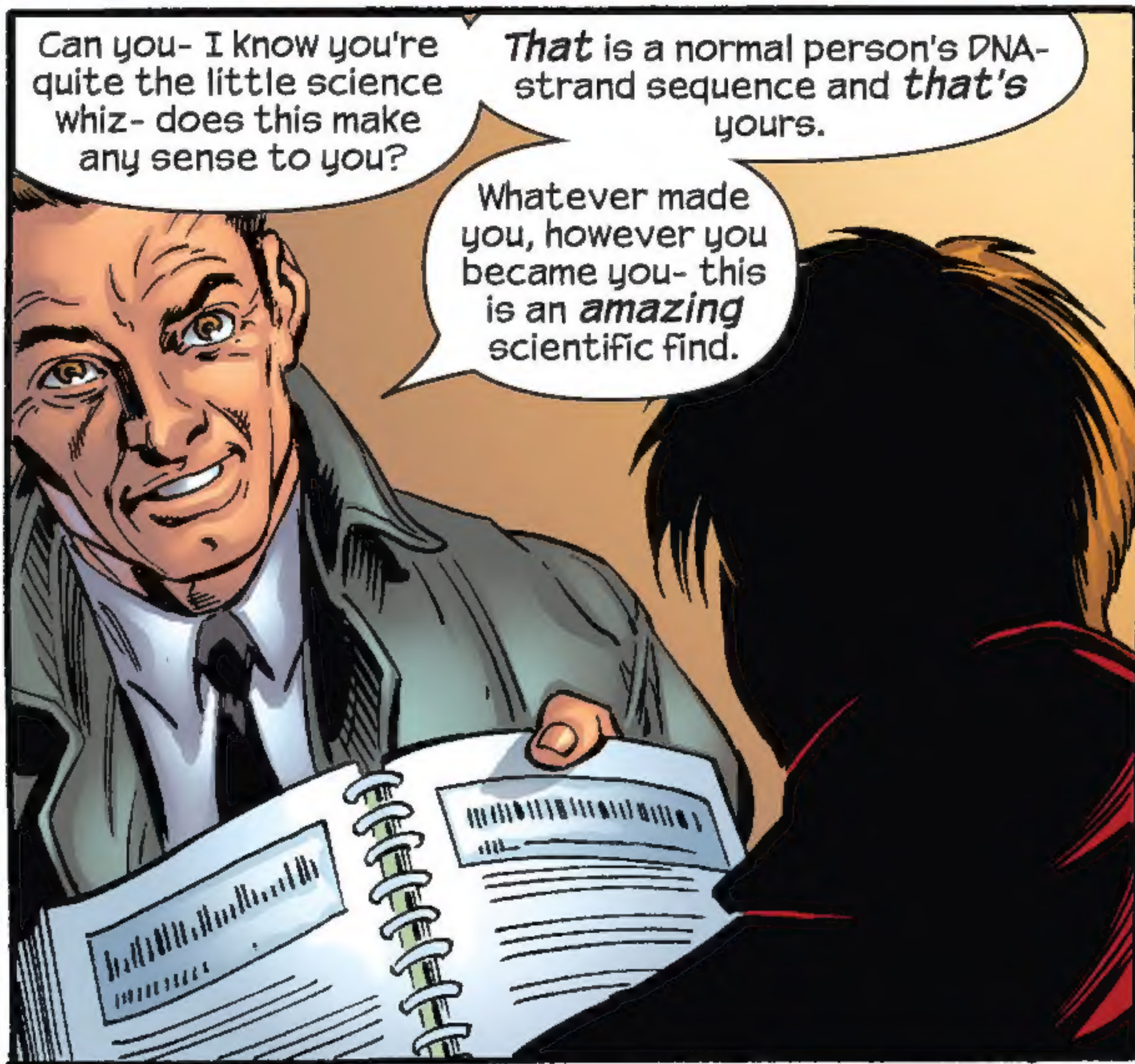
Shhh...

How
did you get
your powers
again?



Oh, it's
a whole
thing.

I don't...
really want
to get into
it--



Can you- I know you're
quite the little science
whiz- does this make
any sense to you?

That is a normal person's DNA-
strand sequence and *that's*
yours.

Whatever made
you, however you
became you- this
is an **amazing**
scientific find.



This is more than just **you** getting super
powers- this might be a real breakthrough
in genetics.

Oh.

Yes.

You know, I
always kind of
wondered about
what kind of
ramifications
this might
have.

In college, when I
had more, I don't know,
time or resources or
something, I was going
to look into it.

But, also, I
don't know anyone
I can really trust
on the subject,
you know?



And to be honest, part of
me was scared about what
I would find.

Well, that's
what I wanted
to talk to you
about.

I want, I want
your permission
to run some
experiments.



Experiments?

On
me?

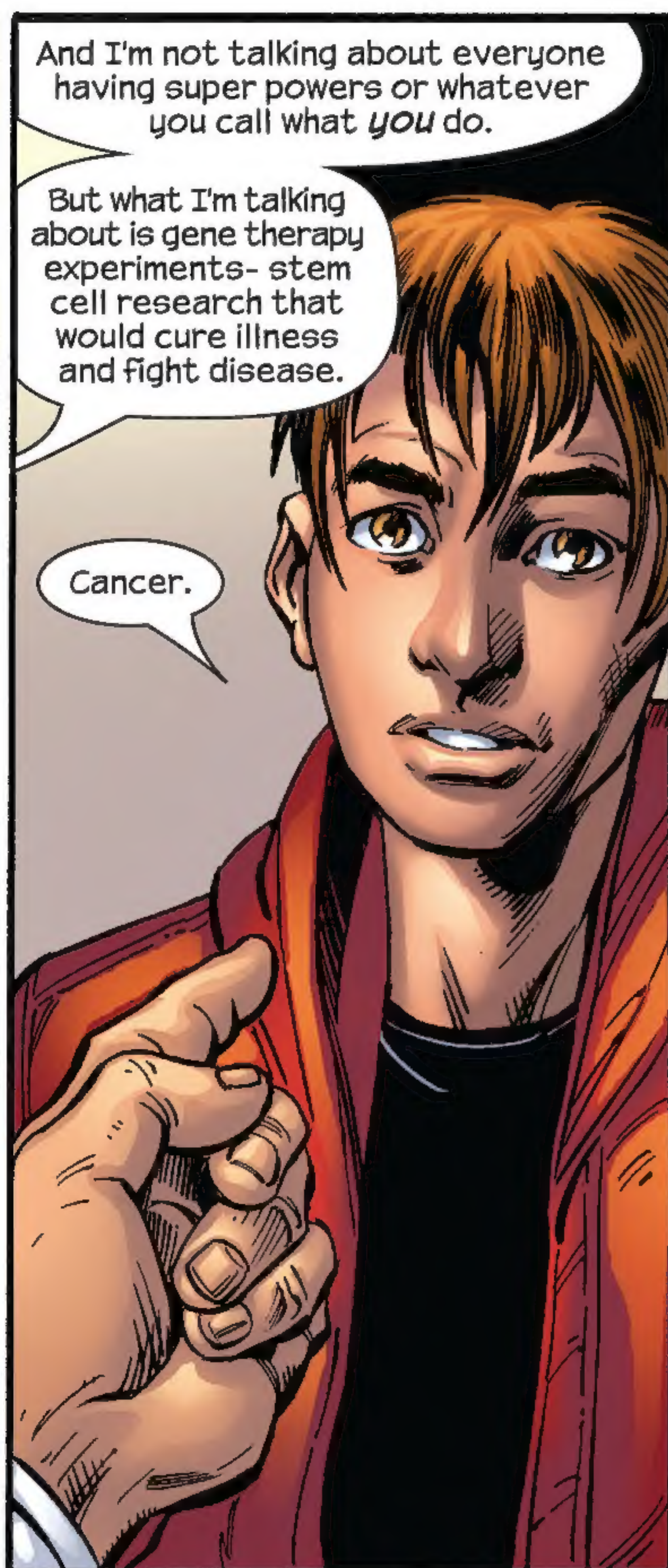


Not on you, on your sample.

Something happened to you on a genetic level that made you more than most people could ever dream of becoming...

...and with DNA research where it is and where it's going...

...well, maybe, *maybe* what happened to *you*, could help others...



And I'm not talking about everyone having super powers or whatever you call what *you* do.

But what I'm talking about is gene therapy experiments- stem cell research that would cure illness and fight disease.

Cancer.



Cancer. Diabetes, Alzheimer's, Parkinson's...



My dad, before he died, he dedicated his life to curing cancer and he--



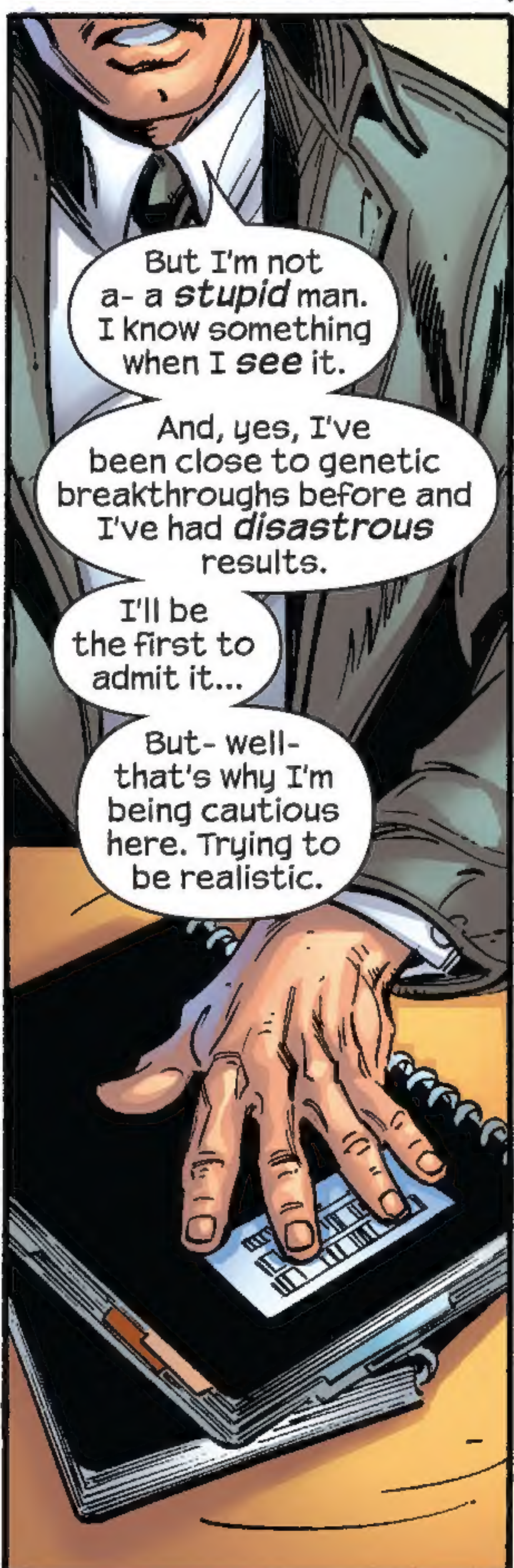
I know.



You're saying that in me there might be something--

I don't know *what* yet.

And really, it *might* be nothing.



But I'm not a- a *stupid* man. I know something when I *see* it.

And, yes, I've been close to genetic breakthroughs before and I've had *disastrous* results.

I'll be the first to admit it...

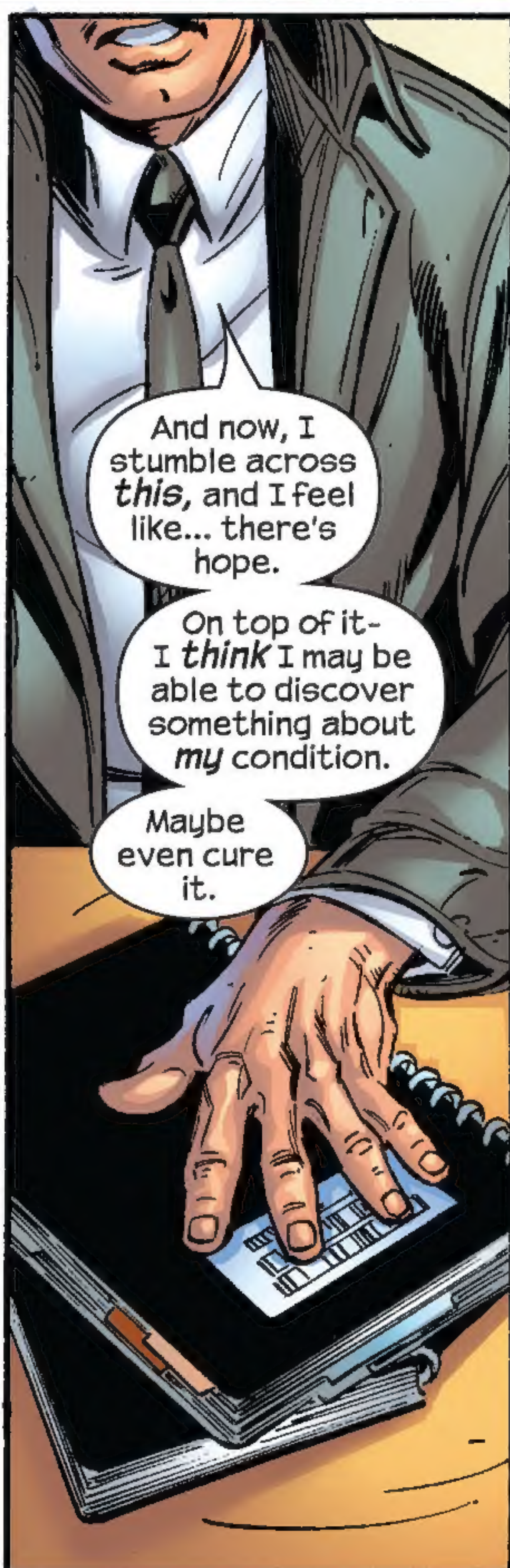
But- well- that's why I'm being cautious here. Trying to be realistic.



But-- I *need* this, frankly.

I'm, this will be hard for someone your age to understand, but I'm kind of at the end of my rope.

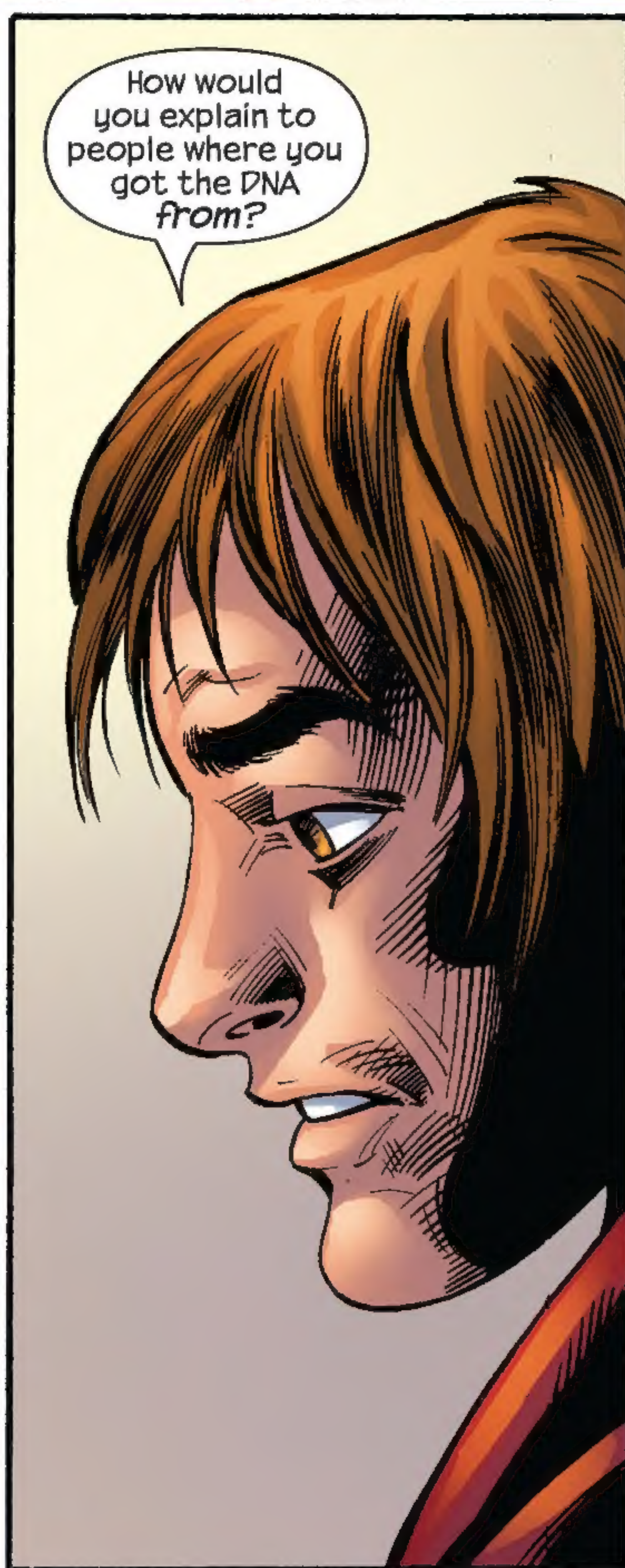
And, and honestly, I've been there for a while.



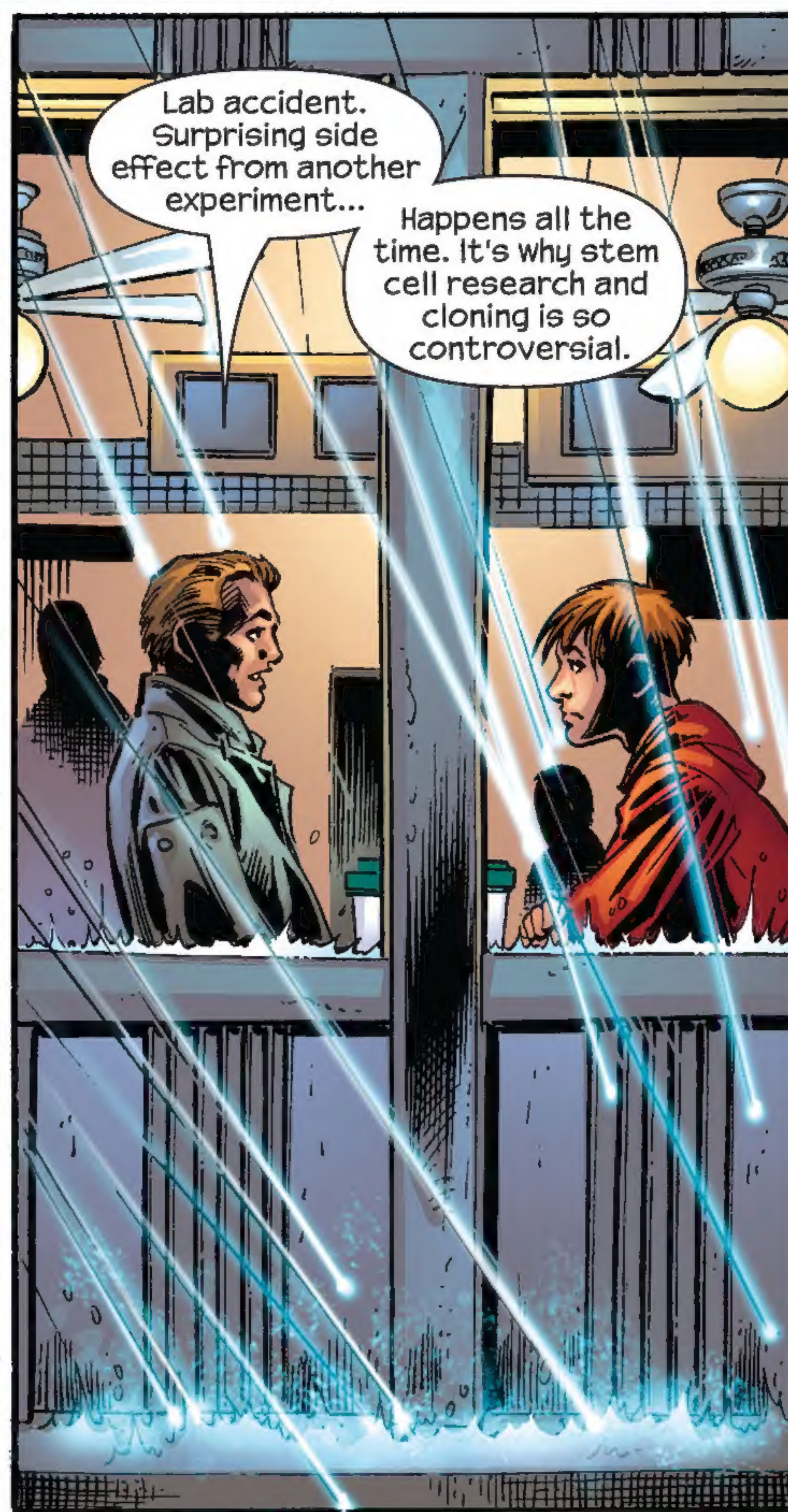
And now, I stumble across *this*, and I feel like... there's hope.

On top of it- I *think* I may be able to discover something about *my* condition.

Maybe even cure it.

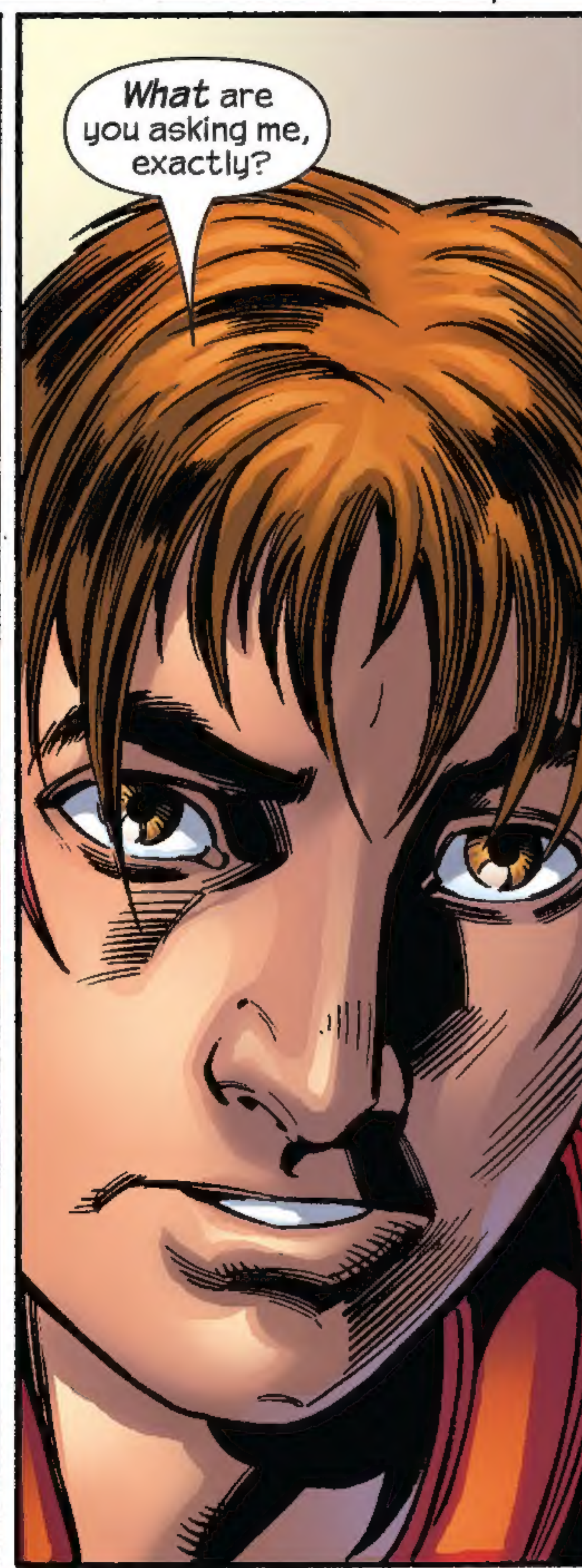


How would you explain to people where you got the DNA *from*?



Lab accident. Surprising side effect from another experiment...

Happens all the time. It's why stem cell research and cloning is so controversial.



What are you asking me, exactly?

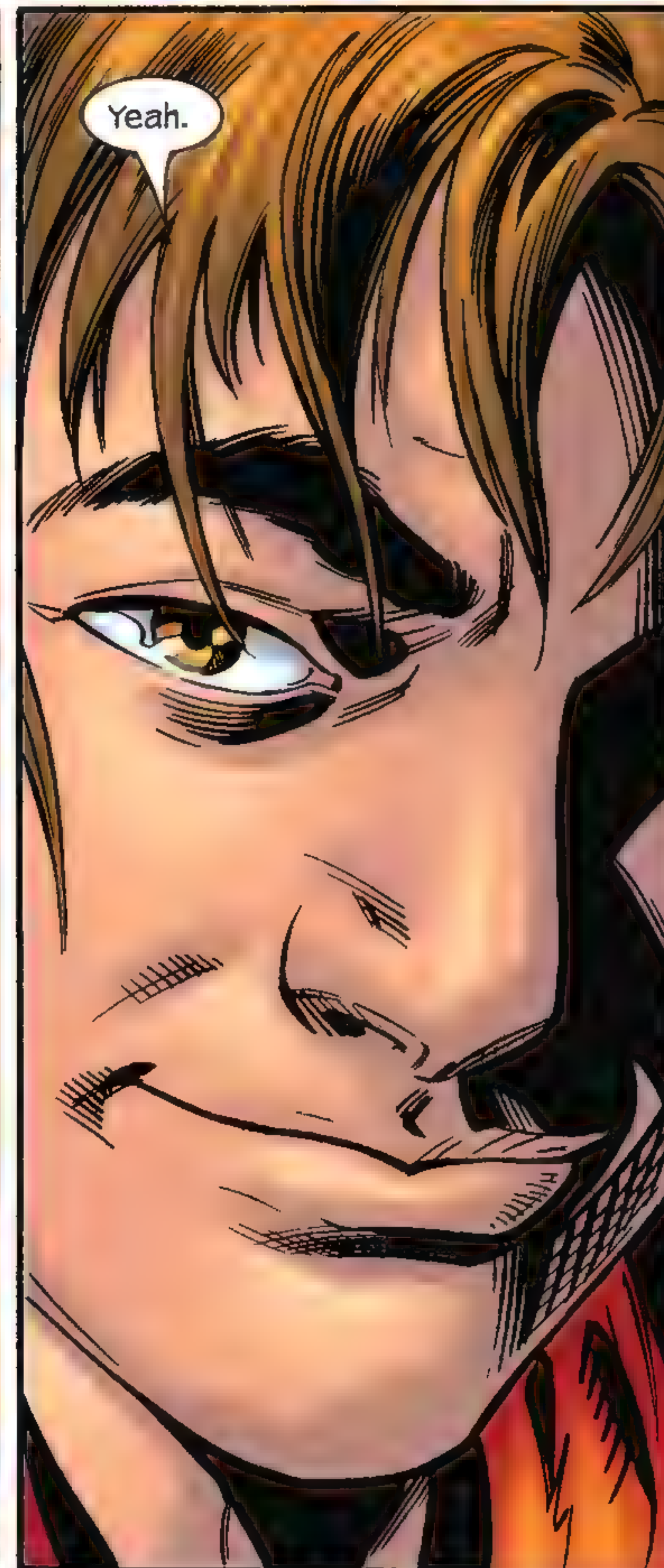
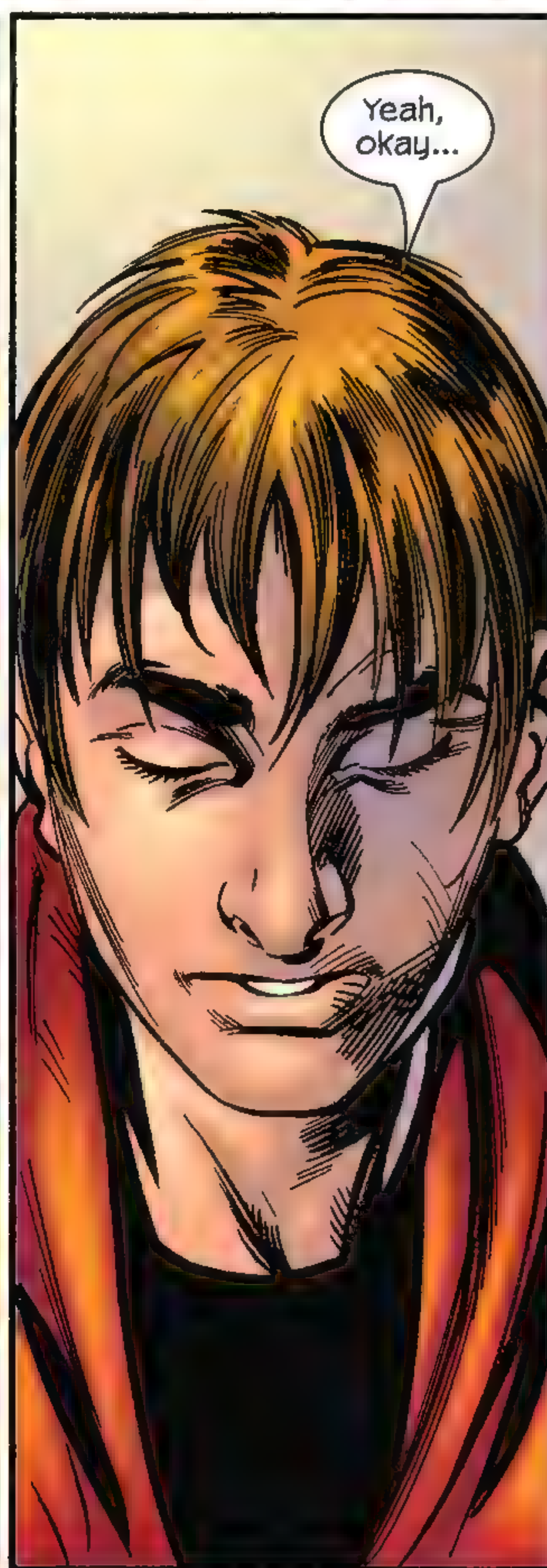
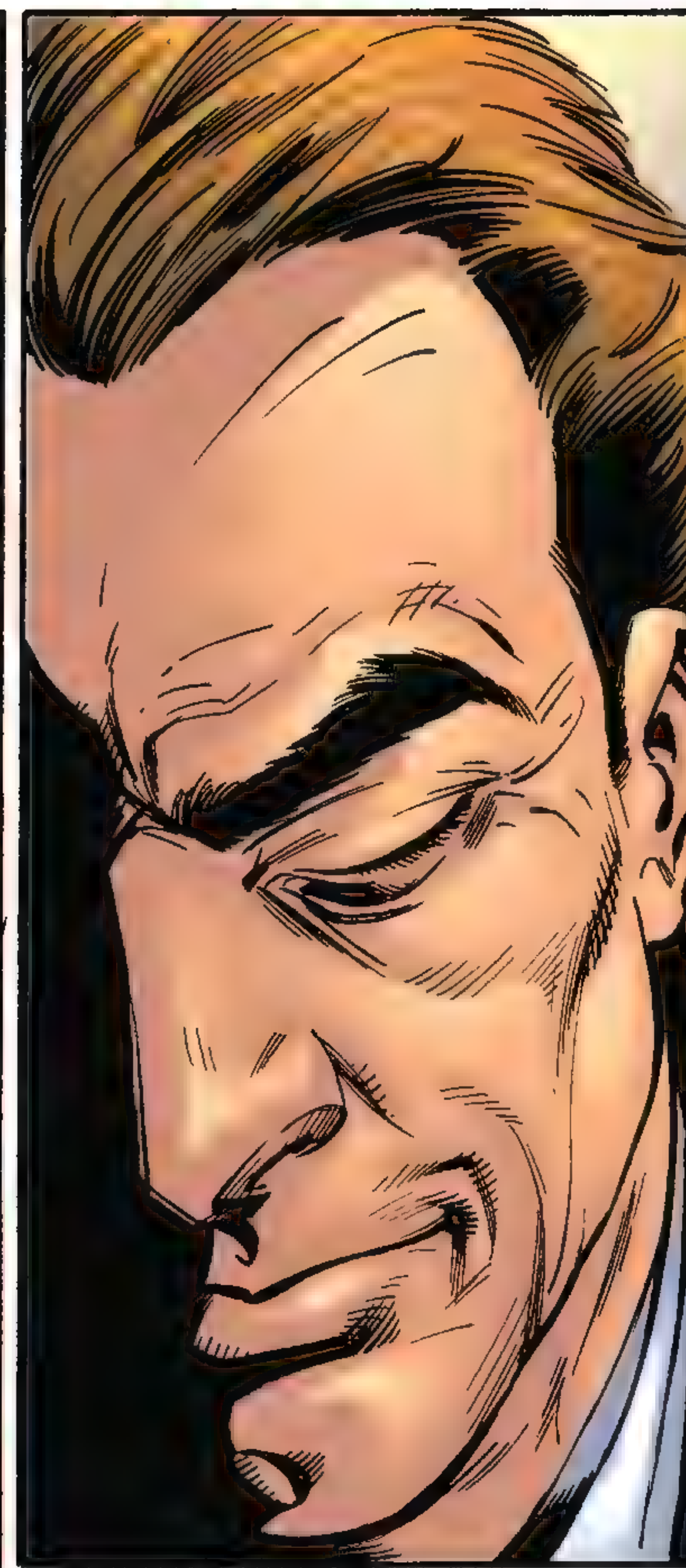
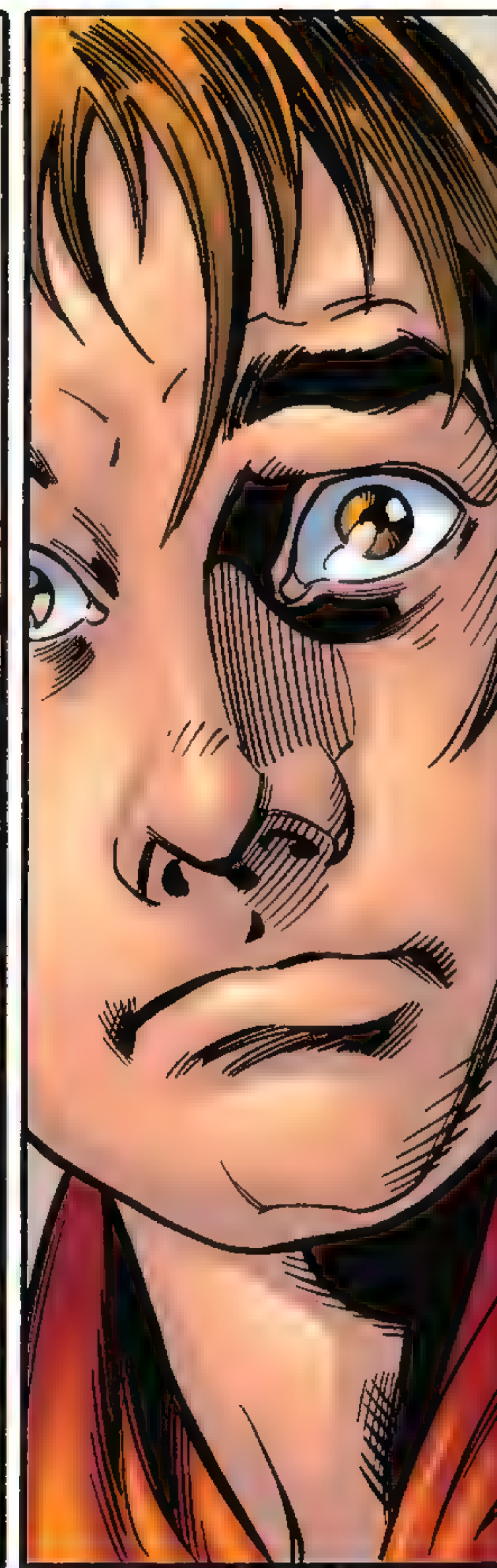
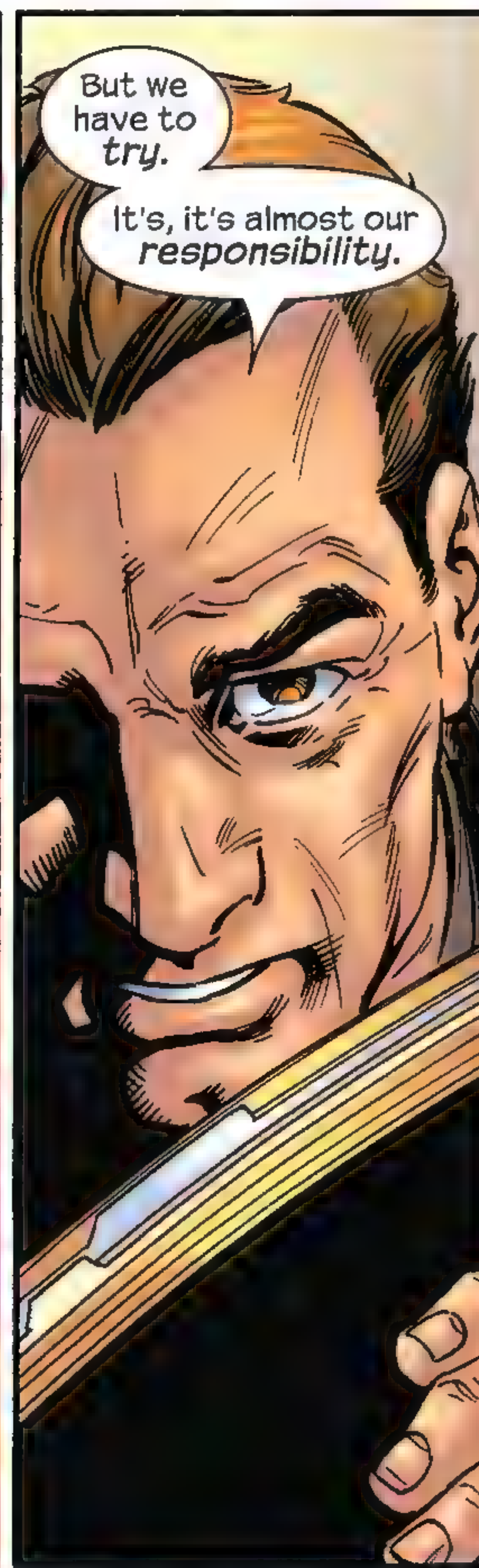
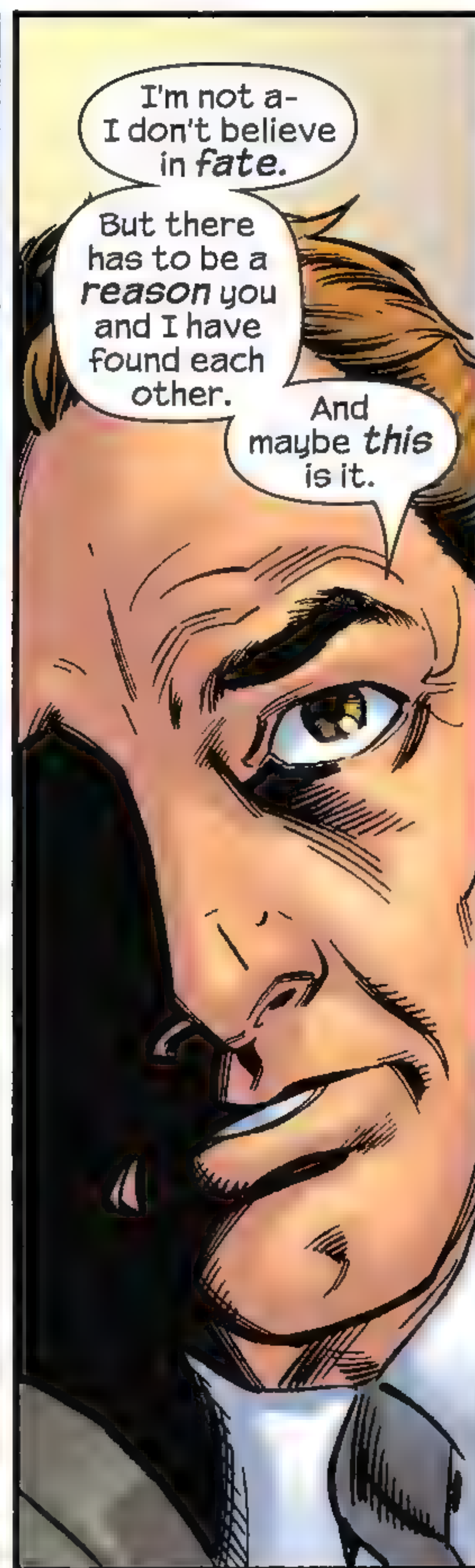


For me to take your DNA without *telling* you and start poking a stick at it...

...that would be unethical. It would be immoral.

It's yours, not mine.

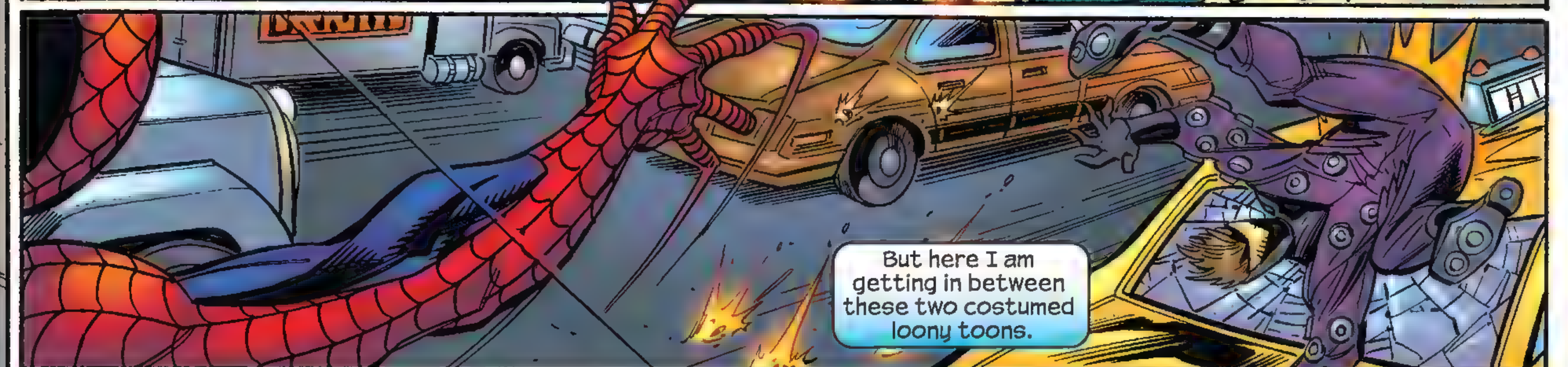
So... I'm asking permission.



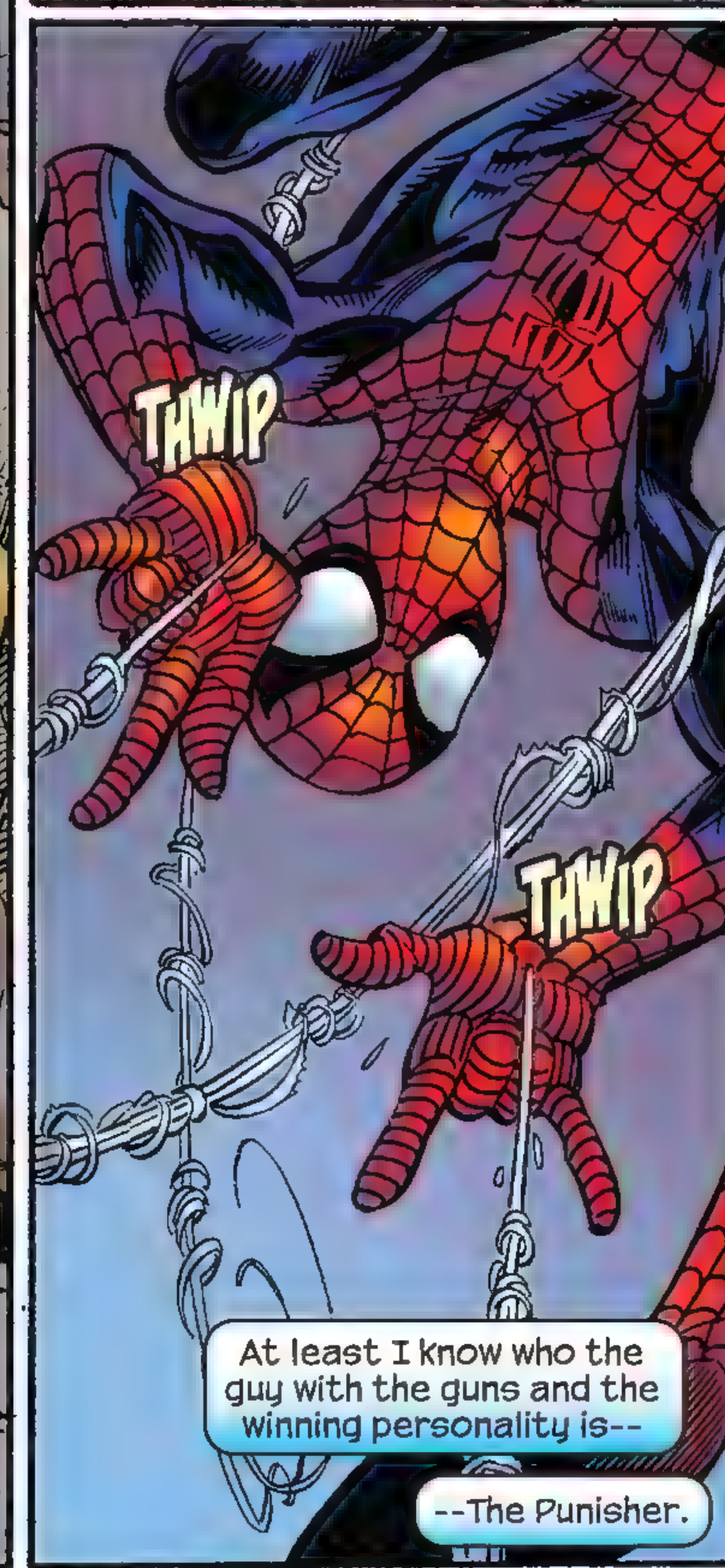


I just want to go home.

And I really have to go to the bathroom.



But here I am getting in between these two costumed loony toons.



Guy's all over the news all the time--

He sees a bad guy and he thinks it's up to him to take him out--

Really take him out.



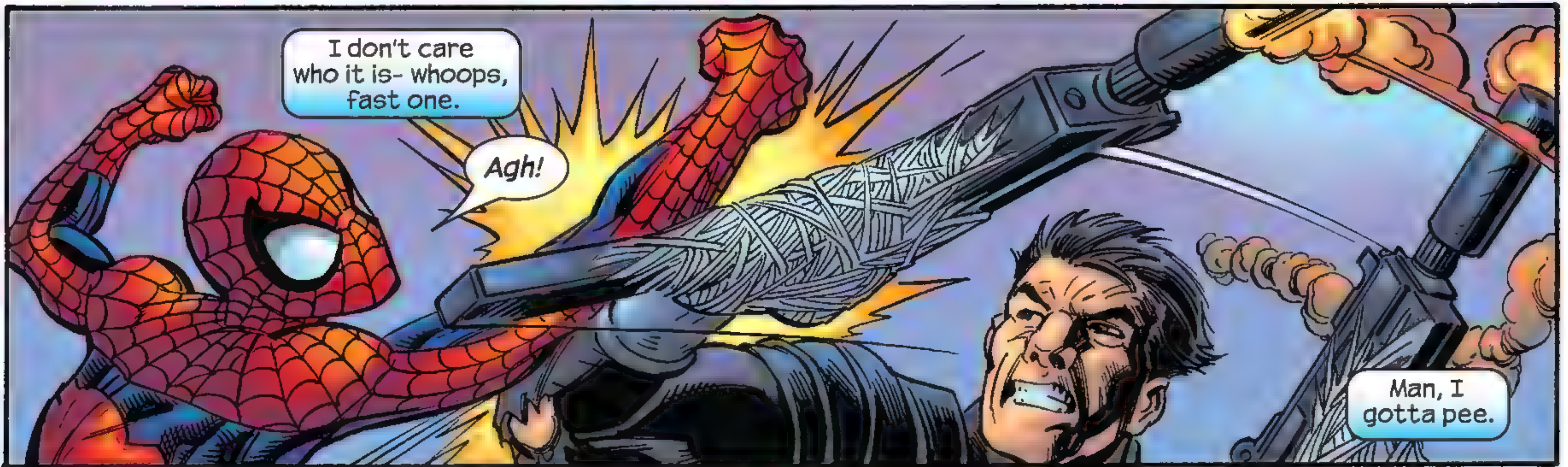
Now, I don't know who the goof-nut in the purple suit is he was shooting at...

...but *clearly* he went and tried to rob the bank here or something-wrong place/wrong time kinda thing.

Agh!

Not gonna.

But, thief or not, I'm not going to swing by and just let this Punisher dude mow down people in public.



I don't care who it is- whoops, fast one.

Agh!

Man, I gotta pee.



BAMBAMBAM

Later, after he's done shooting at me--

--remind me to feel bad for this Castle.

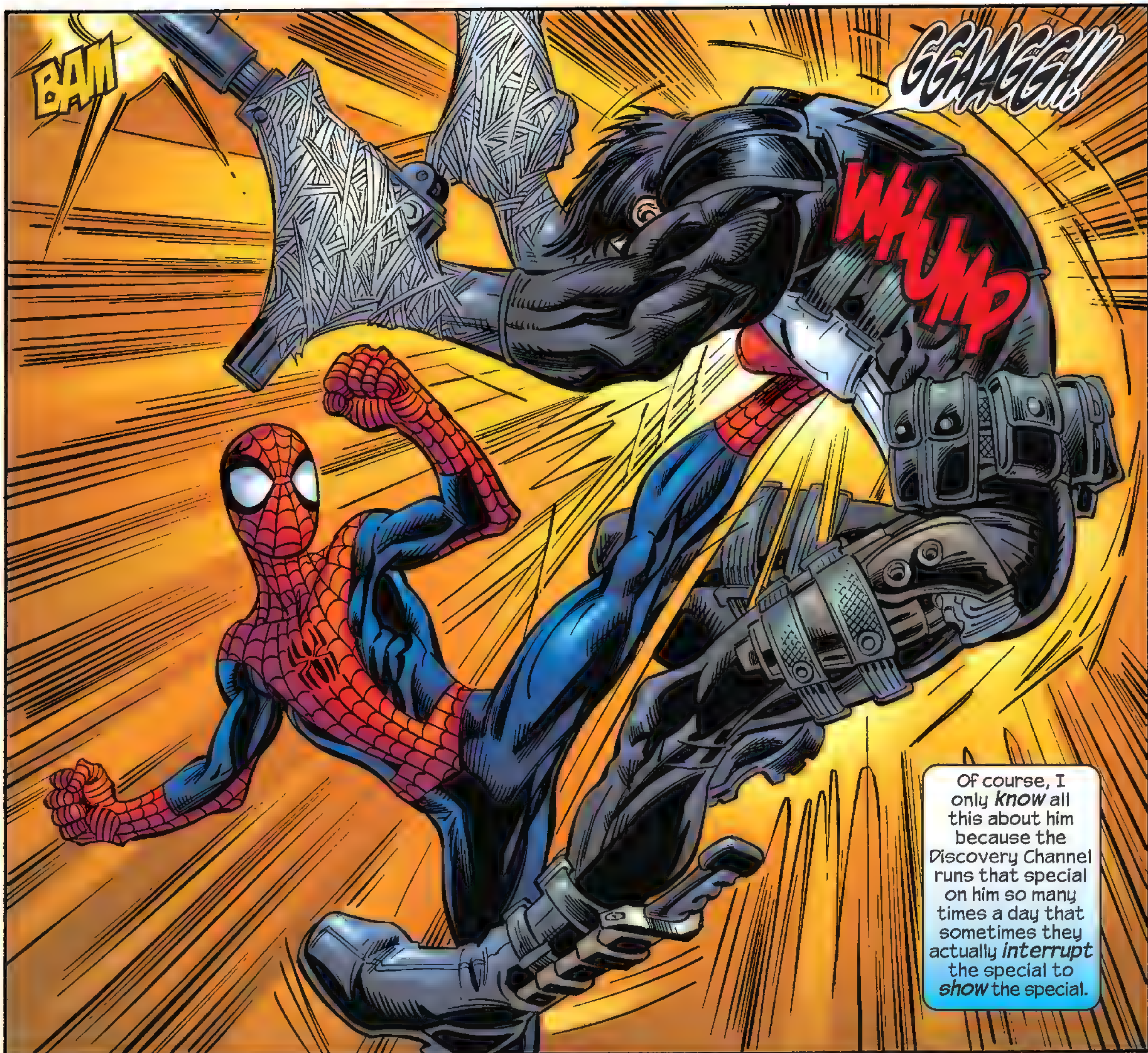
Dude used to be a cop and his whole family was gunned down by his fellow cops.

Hey, can we call a time-out?

I really have to go to the bathroom.

Sent him right over the edge- as clearly, anyone can see.





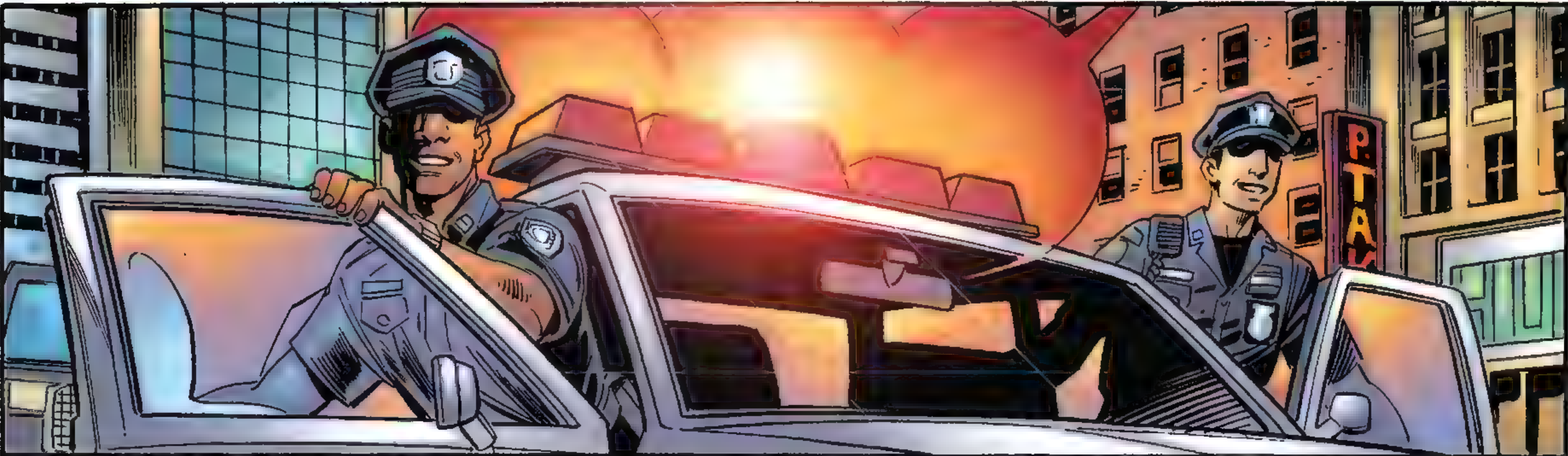
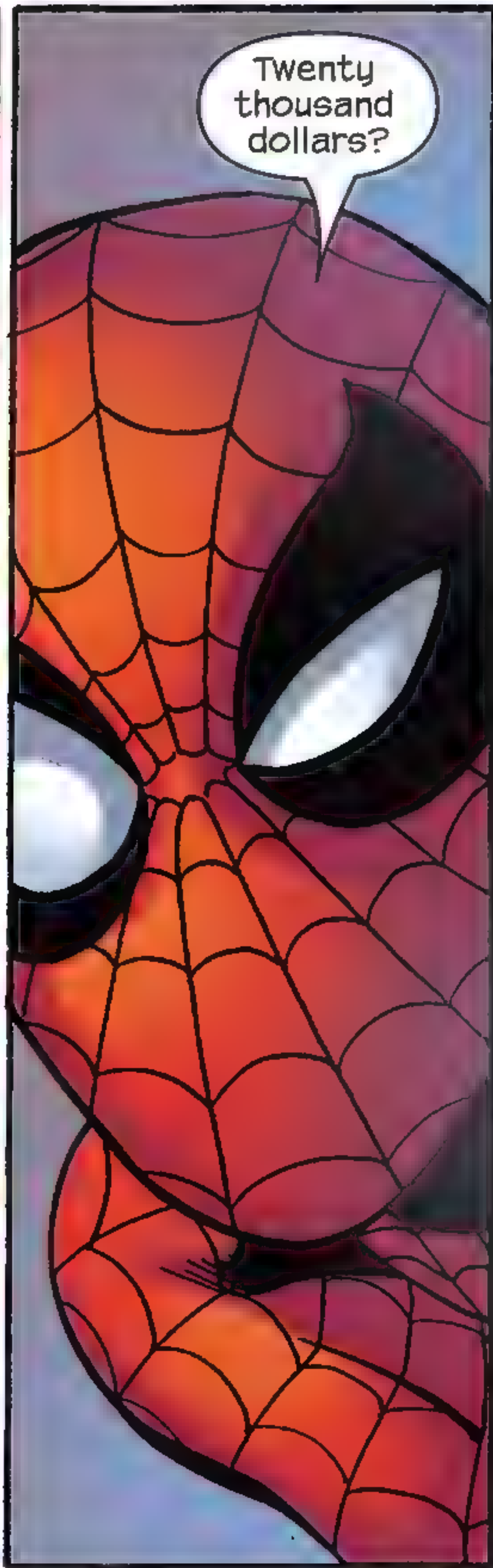
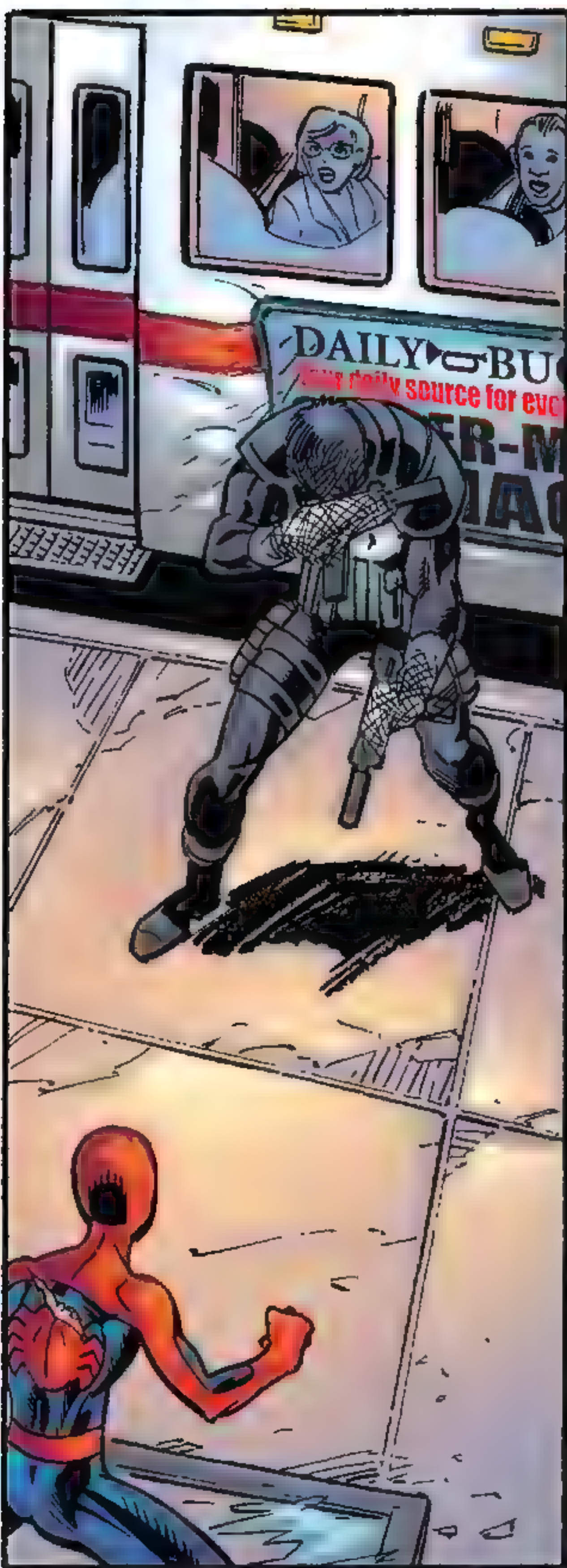
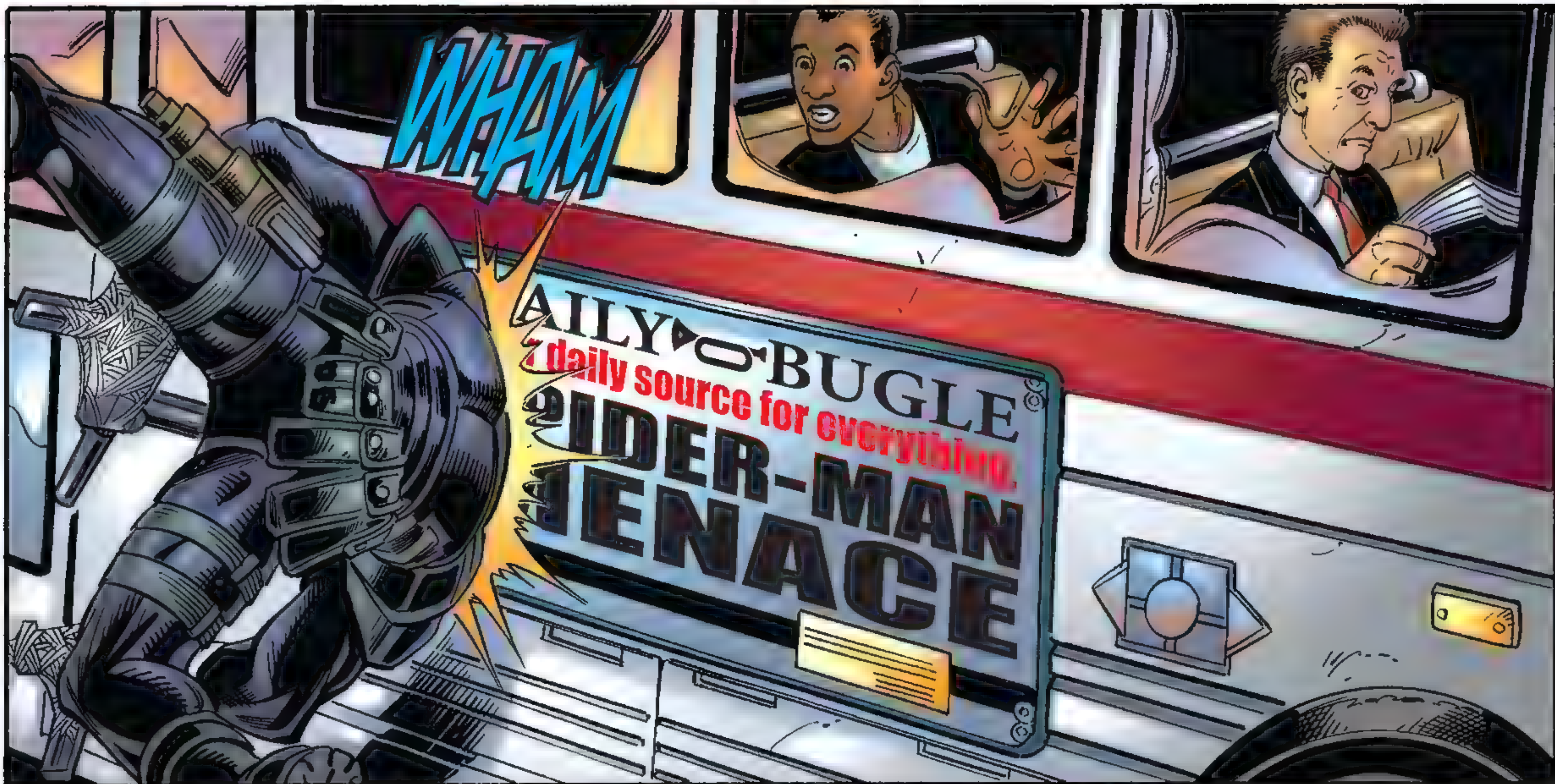
Of course, I only *know* all this about him because the Discovery Channel runs that special on him so many times a day that sometimes they actually *interrupt* the special to *show* the special.

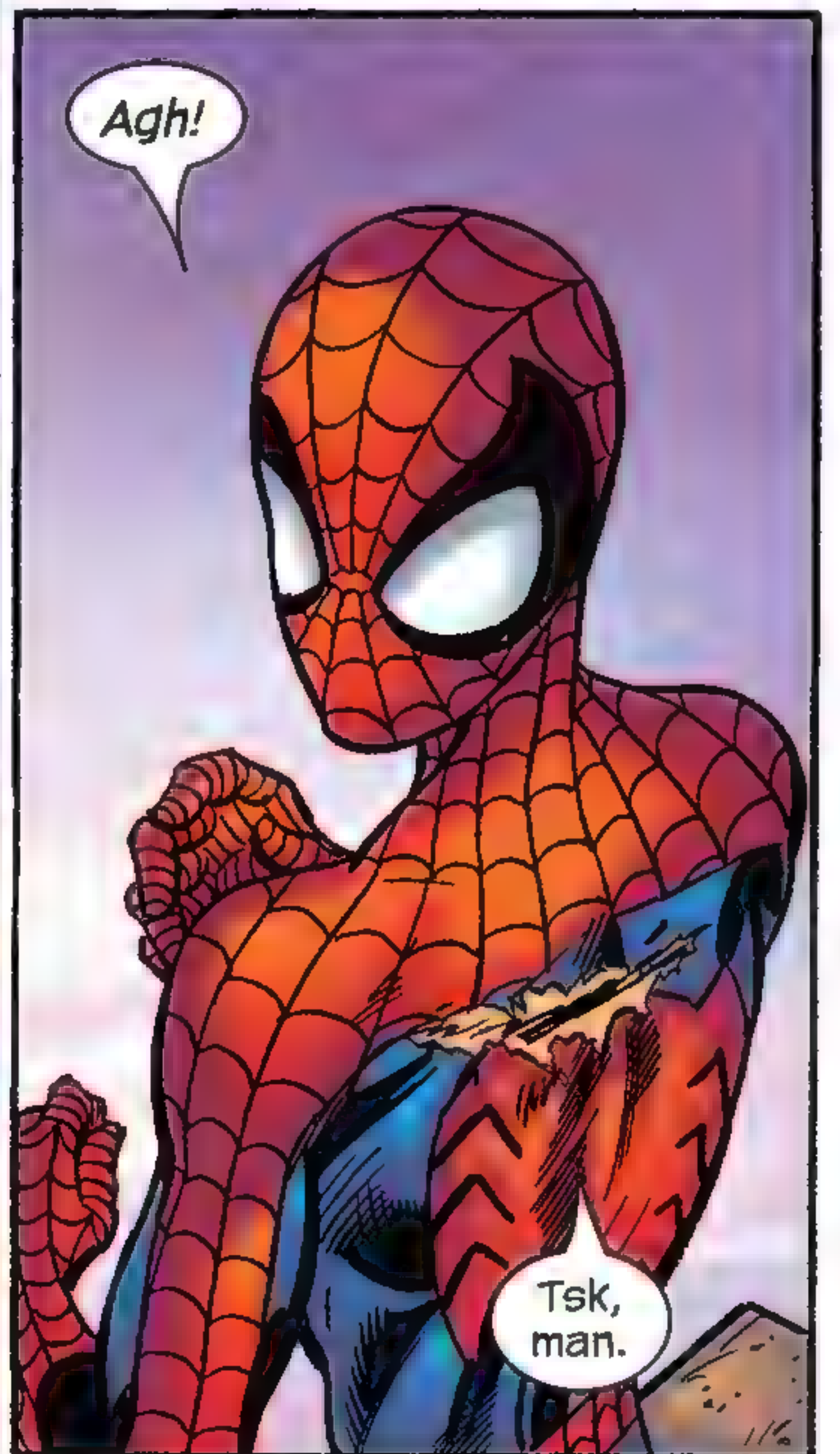
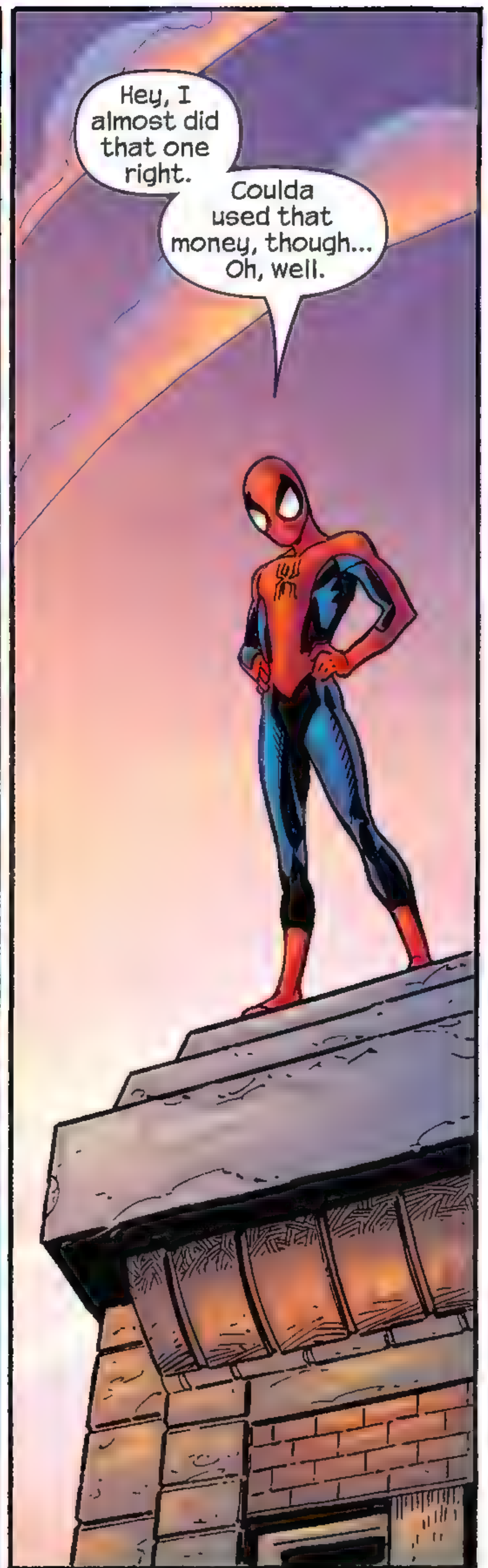


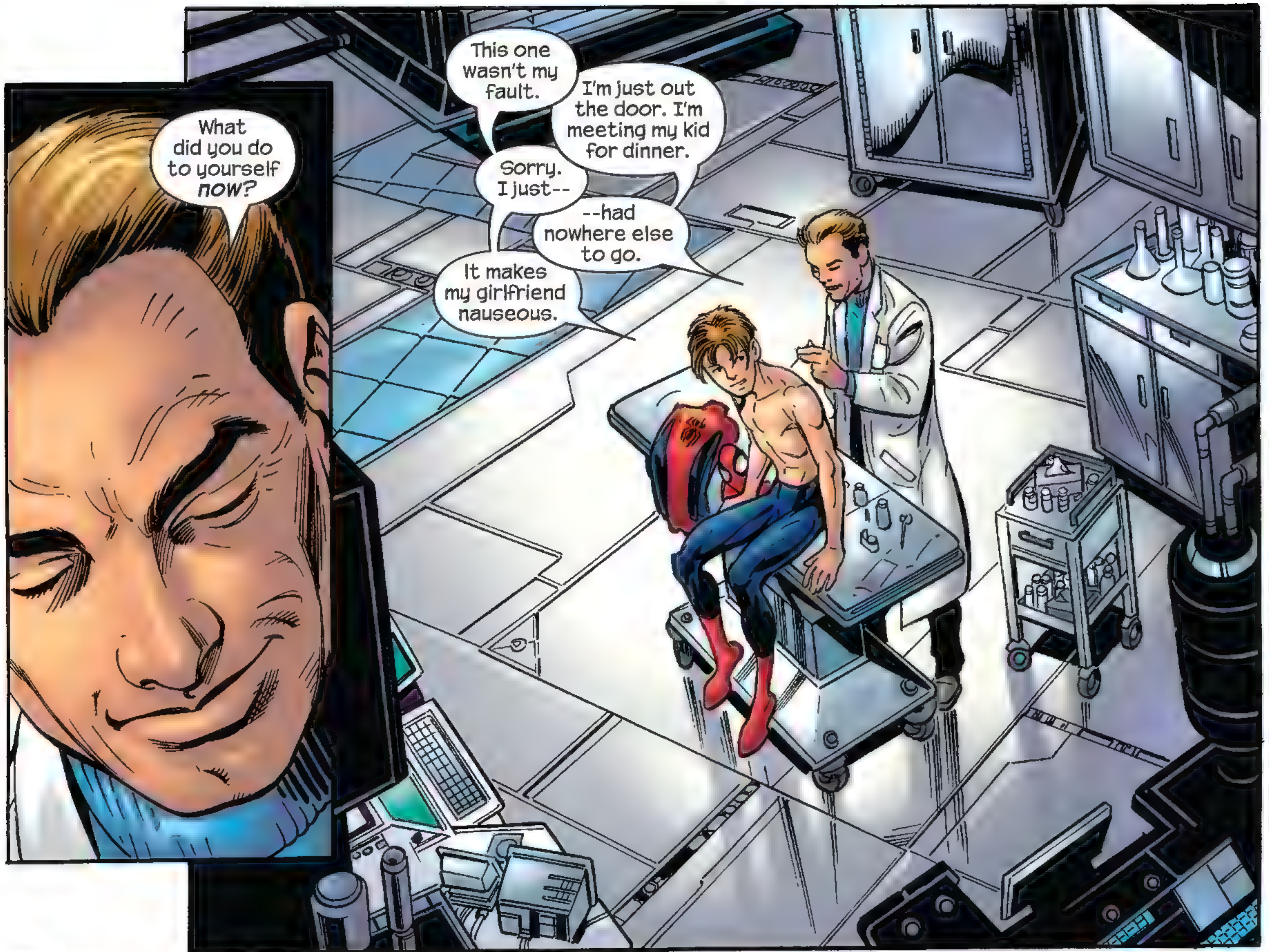
I *do* feel bad for him, but not so bad I'm not going to give him the old thwap...



...and smack.







What did you do to yourself now?

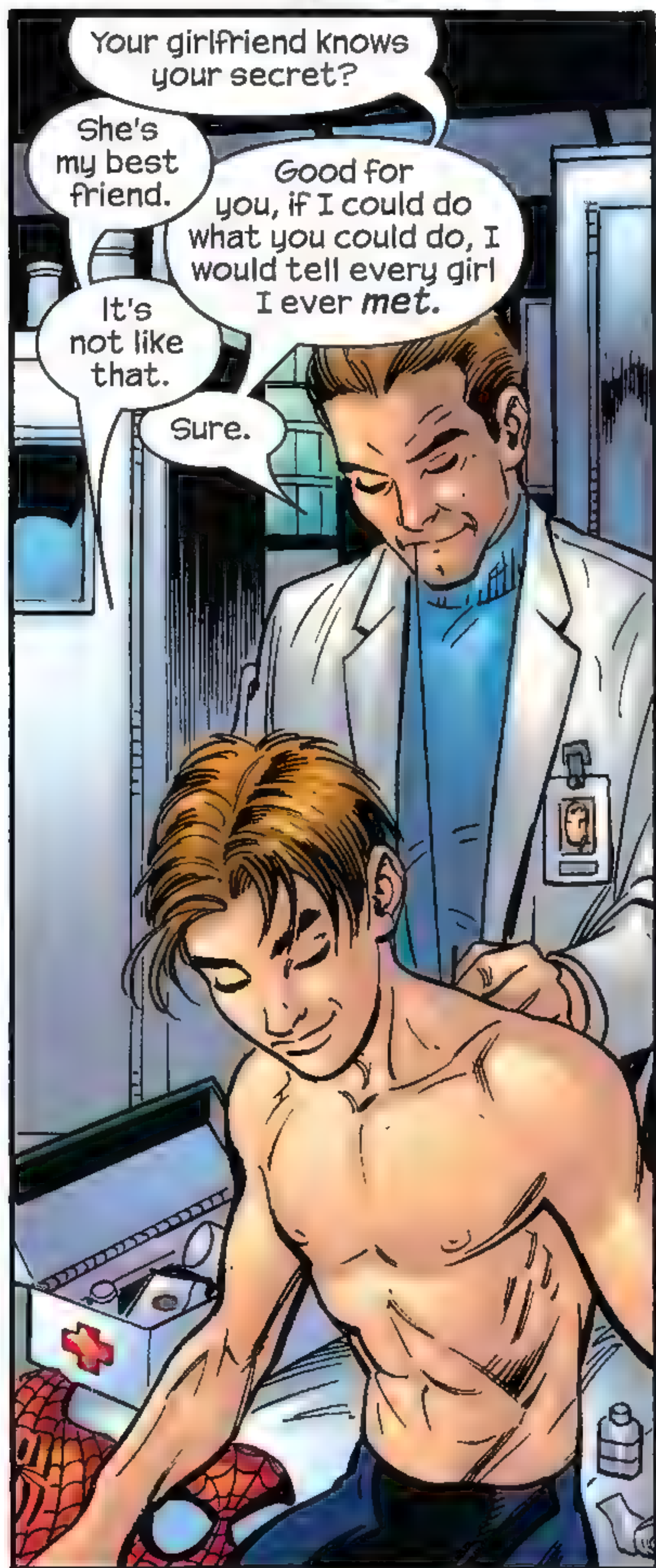
This one wasn't my fault.

I'm just out the door. I'm meeting my kid for dinner.

Sorry. I just--

--had nowhere else to go.

It makes my girlfriend nauseous.



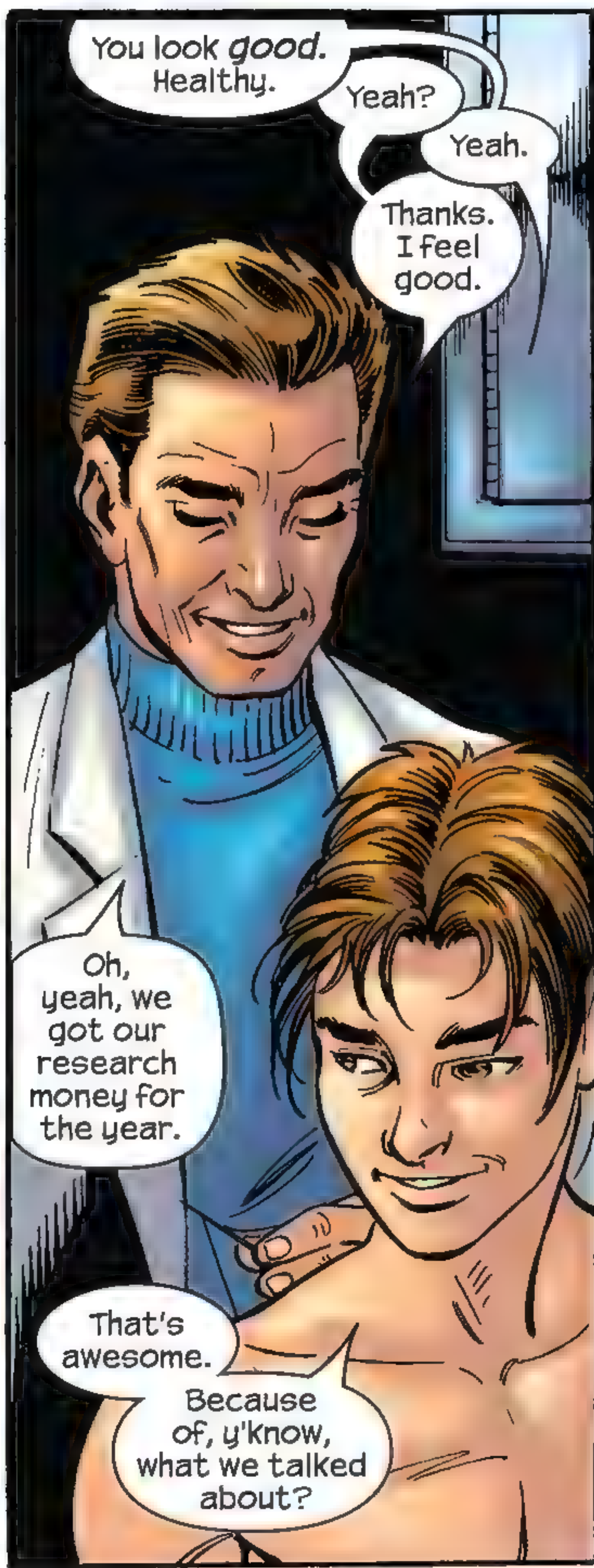
Your girlfriend knows your secret?

She's my best friend.

Good for you, if I could do what you could do, I would tell every girl I ever met.

It's not like that.

Sure.



You look good. Healthy.

Yeah?

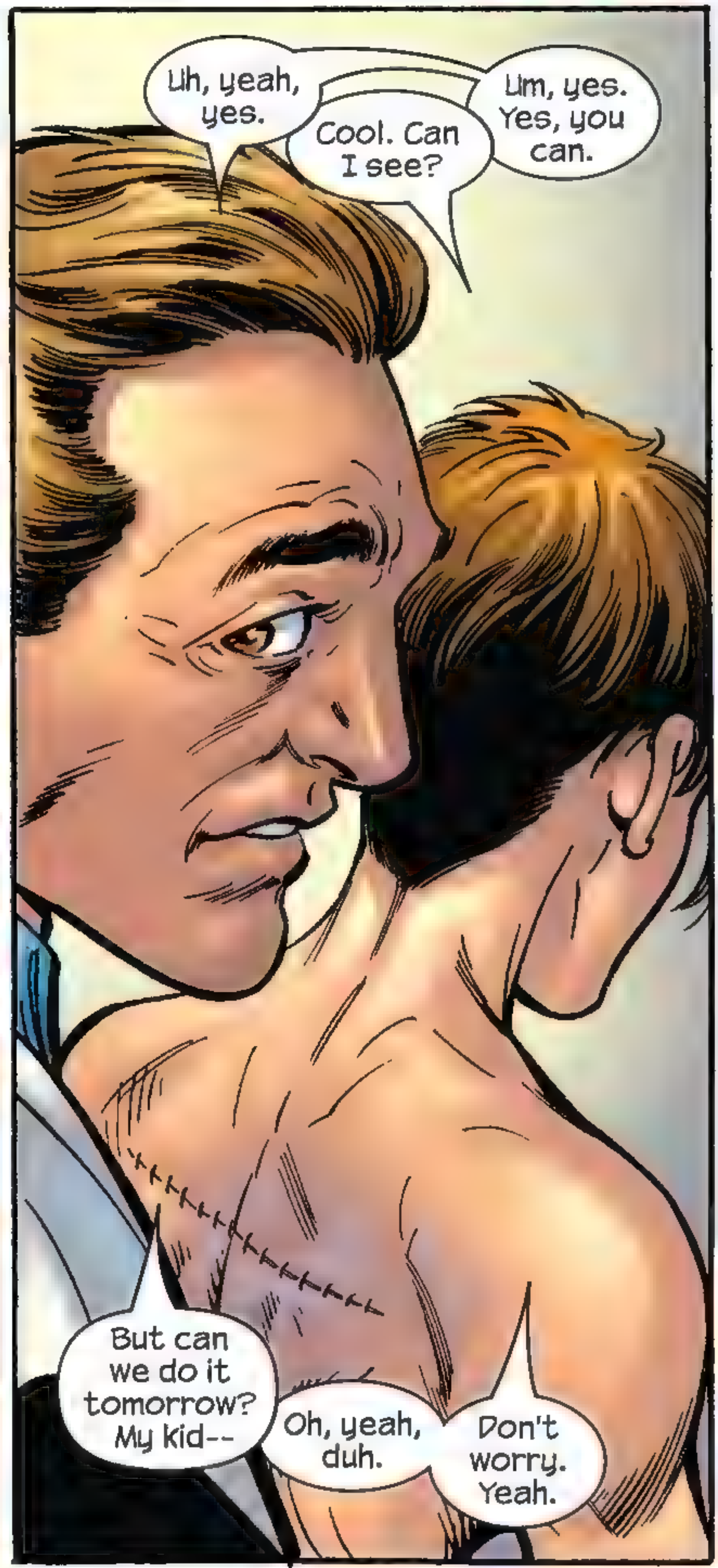
Yeah.

Thanks. I feel good.

Oh, yeah, we got our research money for the year.

That's awesome.

Because of, y'know, what we talked about?



Uh, yeah, yes.

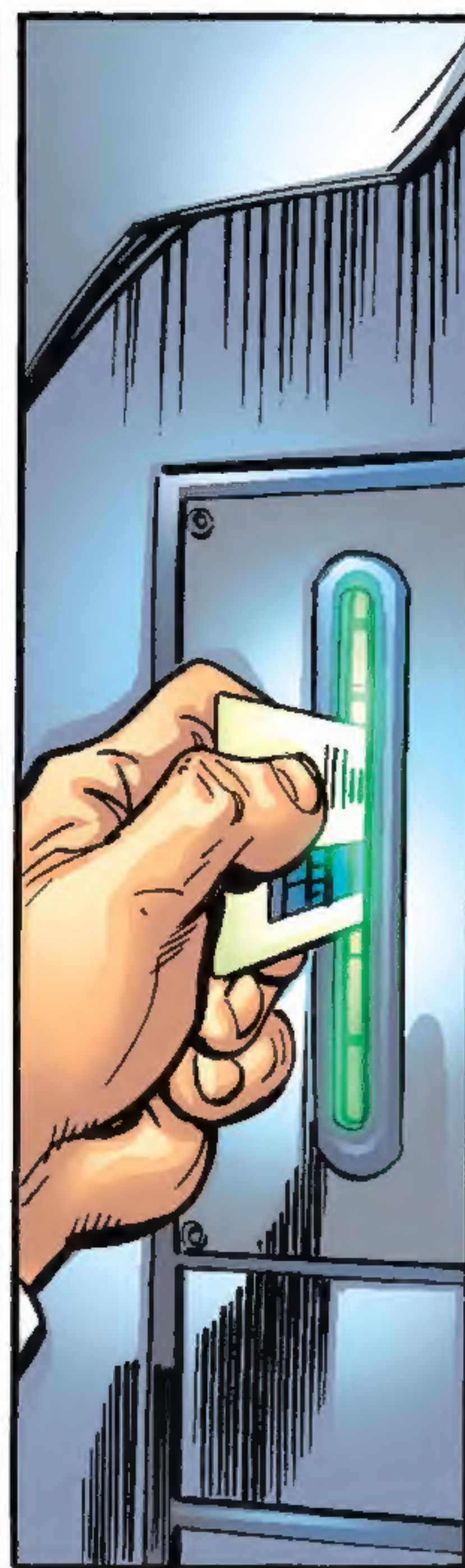
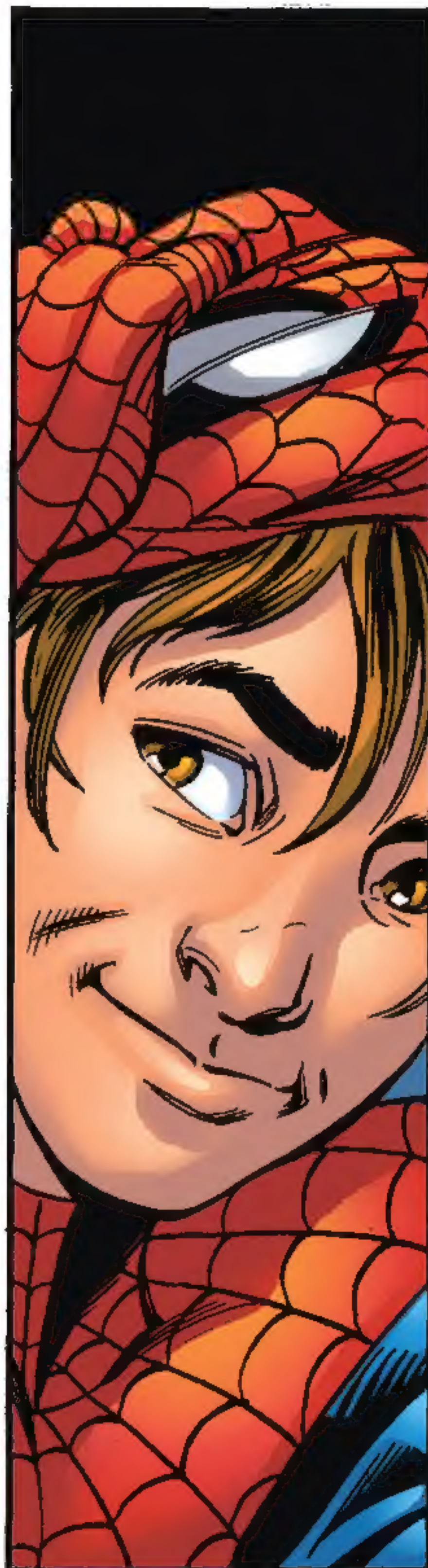
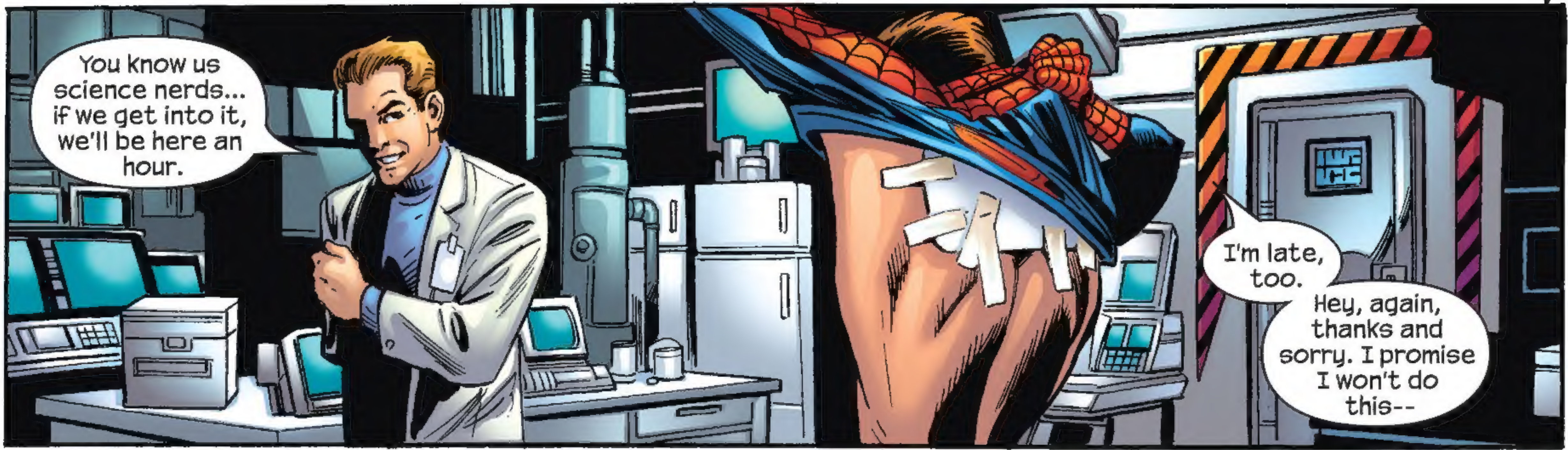
Cool. Can I see?

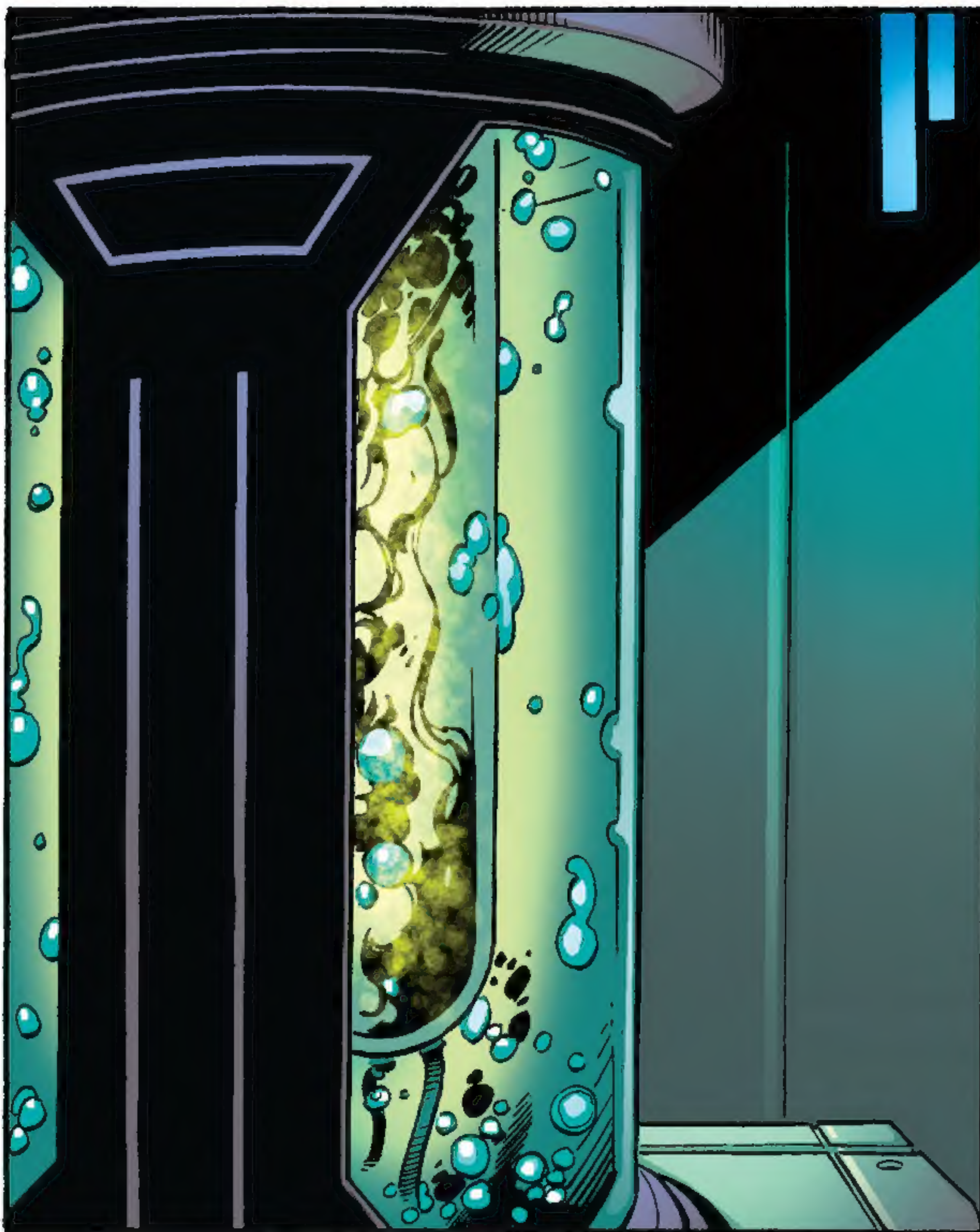
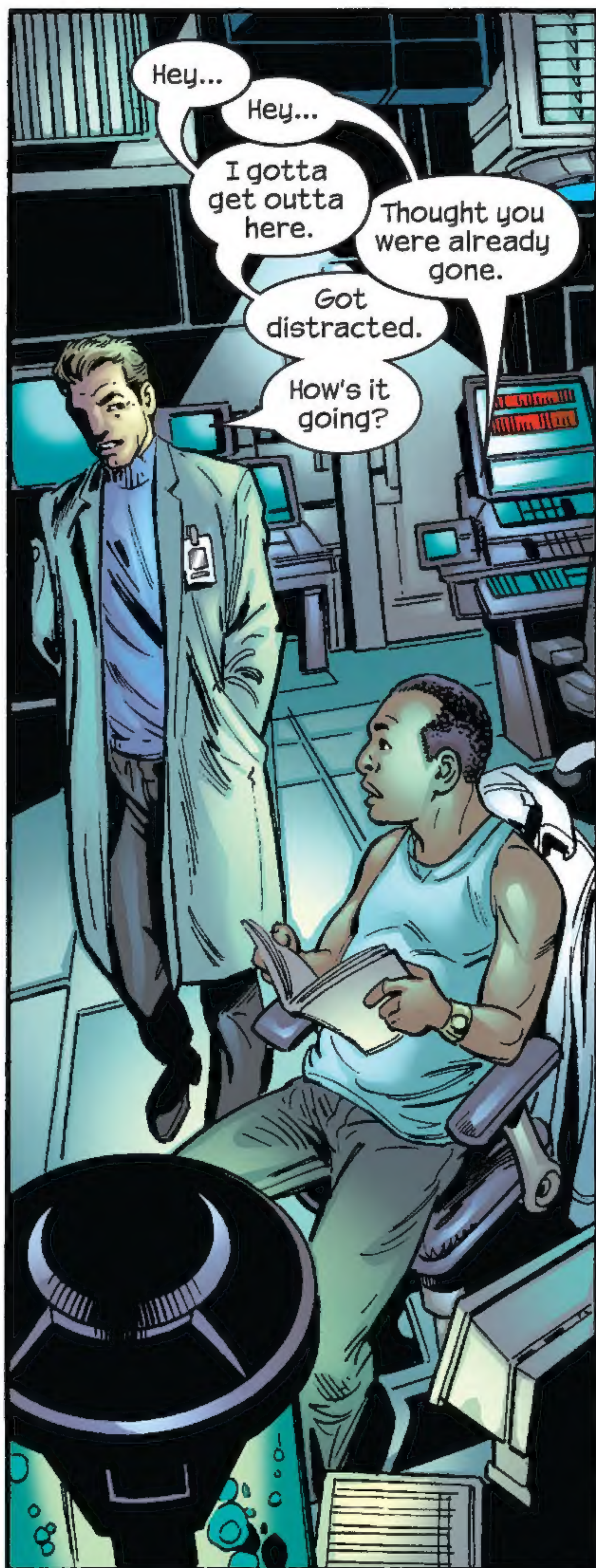
Um, yes. Yes, you can.

But can we do it tomorrow? My kid--

Oh, yeah, duh.

Don't worry. Yeah.









SON OF ULTRAMAN